

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEBRASKA**

In re:

GORDMANS STORES, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 17-80304 (TLS)

(Jointly Administered)

**SUMMARY COVER SHEET TO FIRST AND FINAL FEE APPLICATION OF FROST
BROWN TODD LLC FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF GORDMANS STORES, INC., ET AL.
FOR THE PERIOD FROM MARCH 16, 2017 THROUGH NOVEMBER 15, 2017**

| | |
|---|---|
| Name of Applicant | Frost Brown Todd LLC |
| Client | Official Committee of Unsecured Creditors |
| Petition Date | March 13, 2017 |
| Retention Date | April 14, 2017 [Docket No. 345] |
| Time Period Covered | March 16, 2017 – November 15, 2017 ² |
| Total Hours Billed | 1026.2 |
| Total Fees Requested | \$486,794.00 |
| Total Expenses Requested | \$14,971.61 |
| Total Amount Requested | \$501,765.61 ³ |
| Fees Approved to Date by Interim Order | N/A |

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: G-Estate Liquidation Stores, Inc., formerly known as Gordmans Stores, Inc. (1987); G-Estate Liquidation, Inc., formerly known as Gordmans, Inc. (1211); G-Estate Management Company, Inc., formerly known as Gordmans Management Company, Inc. (5281); G-Estate Distribution Company, Inc., formerly known as Gordmans Distribution Company, Inc. (5421); G-Estate Intermediate Holdings Corp., formerly known as Gordmans Intermediate Holdings Corp. (9938); and G-Estate Liquidation, LLC, formerly known as Gordmans LLC (1987).

² The applicant reserves the right to include any time expended in the time-period indicated above in future application(s) if it is not included herein.

³ The applicant reserves the right to include any time expended or costs incurred in a supplemental application if it is not included herein. This amount includes an additional \$3,500.00 in fees and costs for time incurred after the Effective Date and for amounts the applicant estimates it will incur related to the preparation of this application.

| | |
|--|--------------|
| Expenses Approved to Date by Interim Order | N/A |
| Compensation Sought That has Been Paid Pursuant to a Monthly Compensation Order but not yet Allowed | \$381,310.00 |
| Expenses Sought That Have Been Paid Pursuant to a Monthly Compensation Order but not yet Allowed | \$14,935.43 |
| Total Attorneys | 4 |
| Total Attorneys Billing Less Than 15 hours (if any) | 0 |
| Rate Increases not Previously Approved/Disclosed | No |

This is a: ☐ Monthly ☐ Interim ☒ Final Fee Application

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEBRASKA**

In re:

GORDMANS STORES, INC., *et al.*,⁴

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Chapter 11

Case No. 17-80304 (TLS)

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**FIRST AND FINAL FEE APPLICATION OF FROST BROWN TODD LLC FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS COUNSEL FOR THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF GORDMANS STORES, INC., ET AL. FOR THE
PERIOD FROM MARCH 16, 2017 THROUGH NOVEMBER 15, 2017**

In accordance with the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and Reimbursement of Creditors' Committee Member Expenses, and (II) Granting Related Relief*, entered on April 17, 2017, [Docket No. 351] (the "Interim Compensation Order")⁵, Frost Brown Todd LLC ("FBT"), co-counsel to the Official Committee of Unsecured Creditors (the "Committee") of the debtors and debtors in possession in the above-captioned cases (the "Debtors") in these chapter 11 cases (the "Chapter 11 Cases"), hereby submits its first and final fee application (the "Application") for the period from March 16, 2017 through November 15, 2017 (the "Fee Period"), pursuant to sections 330

⁴ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: G-Estate Liquidation Stores, Inc., formerly known as Gordmans Stores, Inc. (1987); G-Estate Liquidation, Inc., formerly known as Gordmans, Inc. (1211); G-Estate Management Company, Inc., formerly known as Gordmans Management Company, Inc. (5281); G-Estate Distribution Company, Inc., formerly known as Gordmans Distribution Company, Inc. (5421); G-Estate Intermediate Holdings Corp., formerly known as Gordmans Intermediate Holdings Corp. (9938); and G-Estate Liquidation, LLC, formerly known as Gordmans LLC (1987).

⁵ Terms used but not otherwise defined herein shall have the meanings ascribed to them in the Interim Compensation Order and Plan (defined herein), as applicable.

and 331 of title 11 of the United States Code (the “Bankruptcy Code”),⁶ Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Local Rule 2016-1 of the Nebraska Rules of Bankruptcy Procedure (the “Local Rules”), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases (the “UST Guidelines”), for (i) the allowance of compensation for the services performed by FBT for and on behalf of the Committee for the Fee Period and (ii) for reimbursement of FBT’s actual and necessary expenses incurred during the Fee Period. In support of this Application, FBT respectfully states:

JURISDICTION AND STATUORY PREDICATES

1. The United States Bankruptcy Court for the District of Nebraska (the “Court”) has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334.
2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b).
3. The statutory predicates for the relief requested herein are sections 105, 330, and 331 of the Bankruptcy Code, Rule 2016(a) of the Bankruptcy Rules, and Local Rule 2016-1.

BACKGROUND

4. On March 13, 2017 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 the Bankruptcy Code in this Court. The Debtors operated their businesses and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
5. On March 15, 2017, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The members of the Committee

⁶ Unless otherwise indicated, all statutory cites are to the Bankruptcy Code.

were: (i) Werner Enterprises, Inc.; (ii) Marketplace on First, LC; (iii) GGP Limited Partnership; (iv) Catalyst Westowne, LLC; (v) Kellermeyer Bergensons Services, LLC; (vi) DDR Corp.; and (vii) Ezrasons Inc.⁷

6. On April 13, 2017, the Committee filed the *Application to Retain, Employ and Compensate Frost Brown Todd LLC as Counsel for the Official Committee of Unsecured Creditors, Effective as of March 16, 2017* [Docket No. 343] (the “Retention Application”).

7. On April 14, 2017, this Court entered an Order approving the Retention Application [Docket No. 345].

8. On April 17, 2017, this Court entered the Interim Compensation Order, which sets forth the procedures for interim compensation of services rendered and reimbursement of expenses incurred for Retained Professionals.

9. On October 18, 2017, this Court entered an order confirming the *Debtors’ Joint Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1036] (the “Plan”). The effective date of the Plan occurred on November 15, 2017 [Docket No. 1057] (the “Effective Date”).

10. The Plan requires the filing of all final fee applications by no later than forty-five (45) days after the Effective Date.

RELIEF REQUESTED

11. By this Application, FBT seeks final allowance of \$486,794.00 as compensation for professional services rendered to the Committee during the Fee Period, and \$14,971.61 as reimbursement for actual and necessary expenses incurred by FBT for the Committee during the

⁷ Werner Enterprises, Inc.; Marketplace on First, LC; and Catalyst Westowne, LLC subsequently resigned from the Committee.

Fee Period. This amount includes an estimated \$3,500.00 in additional fees and expenses incurred by FBT after the Effective Date, relating to, among other things, preparing this Application. If the actual amount of fees and expenses for the foregoing activities is below \$3,500.00 FBT will only seek compensation of the amount of fees and reimbursement of the amount of expenses that are actually incurred and will refund the difference to the Professional Fee Escrow Account.

FEES AND EXPENSES INCURRED BY FBT DURING THE FEE PERIOD

12. The services provided by FBT during the Fee Period have been actual and necessary and have benefited the Committee. Reasonable compensation for the services provided during the Fee Period based on the time, the nature, the extent, and the value of such services, and the costs of such services is \$501,765.61.

13. FBT maintains detailed, daily computerized time records in the ordinary course of its business. These time records are prepared contemporaneously with the corresponding services to the Committee. The records indicate: (i) the person performing the services, (ii) the date of the services, (iii) a detailed description of services, and (iv) the length of time (in tenths of hours increments) rendered for the services.

14. Pursuant to the UST Guidelines, a summary of the names, positions, and hourly rates of each professional who billed time during the Fee Period in connection with FBT's engagement by the Committee is attached hereto and incorporated herein as **Exhibit A**.

15. In compliance with the UST Guidelines, attached hereto and incorporated herein as **Exhibit B** is a summary of the total fees for each project category for the Fee Period and a detailed breakdown of time records by project category for the Fee Period.

16. In rendering services to the Committee during the Fee Period, FBT has incurred expenses in the total amount of \$14,971.61. FBT seeks approval for reimbursement of those expenses, as detailed on attached **Exhibit C**.

17. FBT's detailed time records for the Fee Period evidencing the day-to-day services and the time expended in performing such services are attached hereto and incorporate herein as **Exhibit D**.

18. As required by the Interim Compensation Order and as set forth below, FBT filed and served the following monthly fee statements on the Application Recipients setting forth the full amount of its fees and expenses for each month of the Fee Period. No Application Recipients objected to any of FBT's monthly fee statements set forth below and under the Interim Compensation Order the Debtors were authorized to pay 80 percent of the monthly fees and 100 percent of the monthly expenses sought by FBT for each month of the Fee Period, without prior application to the Court.

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| Dated Filed | Period | Fees Requested | Expenses Requested | Fees Paid (80%) | Expenses Paid (100%) |
|-----------------------------|--------------------------|-----------------------|---------------------------|------------------------|-----------------------------|
| 5/8/2017 Doc. No. 432 | 3/16/2017- 3/31/2017 | \$139,530.50 | \$7,331.20 | \$111,624.40 | \$7,331.20 |
| 5/30/2017 Doc. No. 522 | 4/1/2017- 4/30/2017 | \$72,413.50 | \$5,100.76 | \$57,930.80 | \$5,100.76 |
| 7/13/2017 Doc. No. 800 | 5/1/2017- 5/31/2017 | \$39,133.00 | \$382.77 | \$31,306.40 | \$382.77 |
| 7/31/2017 Doc. No. 871 | 6/1/2017- 6/30/2017 | \$55,472.50 | \$281.66 | \$44,378.00 | \$281.66 |
| 8/29/2017 Doc. No. 945 | 7/1/2017- 7/31/2017 | \$54,183.50 | \$928.69 | \$43,346.80 | \$928.69 |
| 9/28/2017 Doc. No. 999 | 8/1/2017- 8/31/2017 | \$50,350.00 | \$351.03 | \$40,280.00 | \$351.03 |
| 10/24/2017 Doc. No. 1041 | 9/1/2017- 9/30/2017 | \$30,966.00 | \$242.74 | \$24,772.80 | \$242.74 |
| 11/13/2017 Doc. No. 1051 | 10/1/2017- 10/31/2017 | \$34,588.50 | \$316.58 | \$27,670.80 | \$316.58 |
| 11/29/2017 Doc. No. 1064 | 11/1/2017- 11/15/2017 | \$6,656.50 | \$36.18 | | |
| TOTAL | | \$483,294.00 | \$14,971.61 | \$381,310.00 | \$14,935.43 |

SUMMARY OF LEGAL SERVICES RENDERED DURING FEE PERIOD

19. In compliance with the UST Guidelines, the following summary identifies the areas in which services were rendered by FBT to and for the benefit of the Committee, and the issues/categories to which FBT devoted time and efforts during the Fee Period.

20. The summary is divided according to project billing codes reflecting the categories of tasks that FBT performed in connection with these Chapter 11 Cases. Nevertheless, given the interconnectedness of certain issues in these Chapter 11 Cases, certain of these categories may overlap with each other.

A. Case Administration

Code: B110

(Fees: \$37,534.06/Hours Billed: 81.6)

This category includes time spent by FBT relating to day-to-day management and prosecution of these Chapter 11 Cases, including, among other things, (i) reviewing correspondence and pleadings; (ii) addressing various miscellaneous administrative tasks;

(iii) monitoring critical dates and deadlines; and (iv) communicating with Debtors, creditors, and other parties in interest regarding case administration issues.

B. Asset Analysis and Recovery

Code: B120

(Fees: \$71,433.46/Hours Billed: 167.4)

This category includes time spent investigating the Debtors' assets and analyzing potential recoveries. During the Fee Period, FBT (i) investigated the Debtors' capital structure, 2013 dividend recapitalization, and potential causes of actions and claims against the Debtors' directors and officers; (ii) analyzed and researched legal issues related to potential claims and causes of action against the Debtors' directors and officers relating to, among other things, breach of fiduciary duties, fraud, insider/fraudulent transfers, improper redemptions, corporate waste and equitable tolling of statute of limitations; (iii) analyzed and researched legal issues related to the debtors' directors and officers liability insurance policy; (iv) negotiated the production of business and corporate records by the Debtors and analyzed and reviewed same; (v) conferred and met with Debtors' professionals regarding potential claims against Debtors' directors and officers; (vi) participated in Committee investigation interview of Debtors and Duff & Phelps and conferred with Committee professionals regarding same; (vii) investigated and addressed asset turnover issues; and (viii) investigated and addressed issues relating to claims of Comenity Bank.

C. Asset Disposition

Code: B130

(Fees: \$94,048.83/Hours Billed: 199.4)

This category includes time spent by FBT in connection with the disposition of the Debtors' assets. During the Fee Period, FBT, among other things, (i) communicated with the Committee, the Debtors, the Debtors' professionals, potential purchasers, and other parties in interest regarding the sale of substantially all of the Debtors' assets; (ii) analyzed, negotiated, and revised proposed agency and asset purchase agreements, the proposed sale process, the proposed sale order, and all related pleadings; (iii) advised the Committee with respect to the proposed sale process and coordinated with various parties in interest regarding same; (iv) worked with various contract counterparties to resolve objections and concerns in connection with agency and asset purchase agreements; (v) filed an objection to the Debtors' bid procedures motion and prepared and attended hearings related thereto; (vi) analyzed with the Committee and its other professionals alternatives to Debtors' proposed sale process; (vii) reviewed objections and related documents submitted in connection with the sale process; (viii) communicated and negotiated with DSW Leased Business Division LLC dba Affiliated Business Group regarding concerns with sale process; (ix) communicated and coordinated with the purchaser regarding the sale transaction and closing, including, but not limited to, the transition and assumption of certain executory contracts and unexpired leases of nonresidential real property; and (x) addressed other post-sale order issues.

D. Relief from Stay/Adequate Protection Proceedings

Code: B140

(Fees: \$519.50/Hours Billed: 0.9)

This category includes time spent by FBT reviewing and analyzing the motion for relief from the automatic stay filed by DSW Leased Business Division LLC dba Affiliated Business Group and communicating with Debtors' counsel re same.

E. Meetings of and Communications with Creditors

Code: B150

(Fees: \$18,646.26/Hours Billed: 41)

This category includes time spent by FBT communicating with the Committee and other creditors concerning all aspects of these Chapter 11 Cases. During the Fee Period, FBT, communicated and conferred with the Committee regarding, among other things, strategy, case developments, status updates, filing of claims, selection of a financial advisor, the sale process, recently filed pleadings, and the plan process.

F. Fee/Employment Applications

Code: B160

(Fees: \$25,481.14/Hours Billed: 85.2)

This category includes time spent by FBT preparing, reviewing, and filing retention applications, monthly fee statements, certifications of no objection related thereto, and fee applications for Committee professionals.

G. Fee/Employment Objections

Code: B170

(Fees: \$3,406.00/Hours Billed: 9.1)

This category includes time spent by FBT reviewing retention applications and monthly fee statements filed by the Debtors' professionals and discussing same with Debtors.

H. Avoidance Action Analysis

Code: 180

(Fees: \$7,793.83/Hours Billed: 14.4)

This category includes time spent by FBT analyzing potential avoidance claims and communicating with the Committee's professionals and creditors regarding same.

I. Assumption/Rejection of Leases and Contracts

Code: B185

(Fees: \$6,165.00/Hours Billed: 16.1)

This category includes time spent by FBT related to the assumption or rejection of unexpired leases of nonresidential real property and executory contracts, including, but not

limited to, (i) reviewing and analyzing the designated rights leases; (ii) reviewing and analyzing the lease assumption and assignment process and notices related thereto; (iii) reviewing and analyzing the Debtors' rejection procedures motion; (iv) communicating with the Committee, the Debtors, and other parties in interest regarding same; (v) conferring with counsel for landlords regarding assumption or rejection of leases, and addressing contract counterparties' concerns and objections.

J. Other Contested Matters

Code: 190

(Fees: \$6,618.62/Hours Billed: 11.5)

This category includes time spent by FBT related to reviewing, analyzing and advising the Committee with respect to numerous potential and existing litigation-related and contested matters, including: communications and negotiations with the Committee, Debtors and Comenity Bank regarding Comenity Bank's claims; and diligence and investigation of prepetition acts and conducts of the Debtors' directors and officers.

K. Non-Working Travel

Code: 195

(Fees: \$42,764.76/Hours Billed: 81.5)

This category includes time spent traveling to and from meetings and court appearances by FBT in connection with its representation of the Committee on case matters.

L. Employee Benefits/Pensions

Code: 220

(Fees: \$1,918.00/Hours Billed: 4.2)

This category includes time spent reviewing and analyzing the Debtors' KERP motion and communicating with the Committee and its professionals regarding same.

M. Financing/Cash Collections

Code: 230

(Fees: \$17,254.19/Hours Billed: 40)

This category includes time spent by FBT (i) reviewing and analyzing the Debtors' cash collateral motion and all relevant financial documents related thereto; (ii) conducting legal research and due diligence relating to the appropriateness of the financing terms; (iii) advising the Committee on the terms of the financing, and discussing same with the Committee's professionals; (iv) drafting the Committee's objection thereto; (v) negotiating with the Debtors, lenders and various stakeholders regarding the cash collateral motion, financing terms, and final order; (vi) reviewing the Debtors' budget and financial documents related thereto; (vii) revising the final order on cash collateral; (viii) attending hearings related thereto; and (ix) conferring with Debtors' professionals regarding the Debtors' cash usage pursuant to the budget.

N. Board of Directors Matters

Code: 260

(Fees: \$264.00/Hours Billed: 1.2)

This category includes time spent by FBT communicating with the Committee concerning all aspects of these Chapter 11 Cases.

O. Claims Administration and Objections

Code: 310

(Fees: \$34,340.60/Hours Billed: 65.9)

This category includes time spent by FBT (i) reviewing Debtors' claims procedures motion; (ii) reviewing and analyzing various claims filed in the Chapter 11 Cases; (iii) conferring with the Debtors, the Committee, the Committee's professionals over status of claims; (iv) communicating with creditors regarding bar dates and claim filing process; and (v) reviewing the claims analysis of the Committee's professionals.

P. Plan and Disclosure Statement

Code: 320

(Fees: \$112,967.75/Hours Billed: 203.1)

This category includes time spent by FBT related to the formulation of a proposed chapter 11 plan and related disclosure statement. During the Fee Period, FBT spent time, among other things, (i) reviewing, negotiating, and revising the proposed chapter 11 plan and disclosure statement; (ii) corresponding and meeting with Debtors' professionals and the Committee's professionals regarding issues related thereto, including, but not limited to, the plan approval and solicitation process; (iii) analyzing and researching various legal issues related thereto; (iv) analyzing the valuation of unencumbered assets, possible causes of action and claims held by the Debtors' estates, treatment of general unsecured claims, and reviewing the appropriateness of proposed releases; (v) reviewing analyses by Committee professionals regarding, among other things, plan terms, valuation issues, and solvency; (vi) corresponding with, discussing, and advising Committee on plan terms and proposed revisions; (vii) analyzing and discussing with Debtors' professionals and Committee professionals the plan administrator role; (viii) reviewing, considering, and discussing with the Committee and its professionals plan administrator proposals; and (ix) addressing and resolving post-confirmation issues prior to the effective date.

Q. General Bankruptcy Advise/Opinions

Code: 410

(Fees: \$2,138.00/Hours Billed: 3.7)

This category includes time spent by FBT (i) reviewing and analyzing the Debtors' Schedules and Statements of Financial Affairs; (ii) conferring and corresponding with the Committee's professionals regarding same; (iii) communicating with Debtors regarding outstanding issues; and (iv) reviewing and analyzing pleadings filed the Chapter 11 Cases.

FBT'S SERVICES

21. FBT was engaged by the Committee to act as its counsel and has provided, among other things, the following professional services:

- a. advise the Committee with respect to its rights, duties, and powers in these Chapter 11 Cases;
- b. assist the Committee in analyzing and negotiating with the Debtors and/or third parties the use of cash collateral; the sale of substantially all of the Debtors' assets; the assumption or rejection of executory contracts and unexpired leases of nonresidential real property; and the formulation of a chapter 11 plan;
- c. assist the Committee in investigating potential claims and/or causes of actions;
- d. represent the Committee at hearings and other proceedings; and
- e. assist the Committee in preparing pleadings and application as necessary to protect and/or further the Committee's interests and objections in these Chapter 11 Cases.

22. The professional services performed by FBT during the Fee Period were appropriate and necessary and were in the best interests of the Committee. The compensation requested is commensurate with the importance, complexity, and nature of the services provided. The services were performed in an appropriately expeditious and efficient manner.

23. The professional services performed by FBT during the Fee Period required an aggregate expenditure of 1026.2 recorded hours by FBT professionals.

24. During the Fee Period, FBT's hourly billing rates for attorneys ranged from \$580.00 to \$220.00 per hour. These fees and rates are reasonable based on the customary compensation charged by comparably skilled practitioners in bankruptcy cases in this District.

ACTUAL AND NECESSARY EXPENSES OF FBT

25. As set forth in **Exhibit C** hereto, FBT disbursed \$14,971.61 for expenses during the Fee Period.

26. The actual expenses incurred were necessary, reasonable, and justified under the circumstances.

ATTORNEY STATEMENT PURSUANT TO UST GUIDELINES

27. The following statement is provided pursuant to the UST Guidelines.

Question: Did you agree to any variations from, or alternatives to your standard or customary billing rates, fees, or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

Response: No.

Question: If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Response: N/A.

Question: Have any of the professionals included in this fee application varied their hourly rates based on the geographic location of the bankruptcy case?

Response: No.

Question: Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.) If so, please quantify by hours and fees.

Response: Yes. During the Fee Period, FBT expended 6.7 hours reviewing or revising time records for a charge of \$1,902.00.

Question: Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Response: No.

Question: Does this fee application include rate increases since retention?

Response: No.

ALLOWANCE OF REQUESTED COMPENSATION

28. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. *See* 11 U.S.C. § 331. Section 330 provides that a court may award a professional employed under section 328 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses." *See* 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . , the court should consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

29. Here, the services rendered by FBT and for which compensation is sought in this Application were necessary for, beneficial to, and in the best interests of, the Committee. FBT

worked diligently to maximize value of the Debtors' estate for the benefit of all unsecured creditors. The services rendered by FBT were performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved, and were reasonable in light of the value of such services to the Committee, FBT's demonstrated skill and expertise in the bankruptcy field, and the customary compensation charged by comparable skilled practitioners.

30. All services for which FBT seeks compensation were performed for or on behalf of the Committee. FBT has received no payment and no promises for payment from any source other than the Debtors for services rendered in connection with the matters covered by this Application.

31. At all relevant times, FBT has been a disinterested person as the term is defined in section 101(14) of the Bankruptcy Code and has not represented or held an interested adverse to the Committee.

32. There is no agreement as to the sharing of any compensation to be paid to FBT, other than sharing among the members of FBT. Compensation previously paid to FBT has not been shared with any person, other than the members of FBT.

CERTIFICATION AND PRIOR APPLICATION

33. I hereby certify that the fees and expenses requested in this Application are in compliance with the requirements of the Interim Compensation Order, the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

34. No prior application for the relief requested herein has been made to this Court or any other court.

RESERVATION OF RIGHTS

35. It is possible that some professional time expended or expenses incurred during the Fee Period are not reflected in this Application. FBT reserves the right to include such amounts in a future fee application.

CONCLUSION

WHEREFORE, FBT respectfully requests that this Court enter an order:

- (i) awarding FBT allowance of fees for the Fee Period in the aggregate amount of \$486,794.00;
- (ii) awarding FBT allowance of expenses for the Fee Period in the aggregate amount of \$14,971.61;
- (ii) authorizing and directing the Debtors to pay FBT the unpaid balance of such amounts; and
- (iii) granting such other relief as is just and proper.

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Dated: December 6, 2017

Respectfully submitted,

/s/ Ronald E. Gold

Ronald E. Gold, Esq. (admitted *pro hac vice*)

Ohio Bar No. 0061351

Douglas L. Lutz, Esq. (admitted *pro hac vice*)

Ohio Bar No. 0064761

A.J. Webb, Esq. (admitted *pro hac vice*)

Ohio Bar No. 0093655

FROST BROWN TODD LLC

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awebb@fbtlaw.com

*Counsel for the Official Committee of
Unsecured Creditors*

CERTIFICATE OF SERVICE

I hereby certify that on December 6, 2017, I caused the filing of the foregoing with the Clerk of the Bankruptcy Court using the CM/ECF system, which was served on all parties receiving ECF notice in this case, and I further certify that on December 6, 2017, I caused the foregoing to be served via overnight delivery to the parties indicated below.

/s/ Ronald E. Gold

Gordmans Stores, Inc.
Attn: Andy Hall and James Brown
1926 South 67th Street
Omaha, Nebraska 68106
Debtors

Kirkland & Ellis LLP
Attn: Brad Weiland and Jamie R. Netznik
300 North LaSalle
Chicago, Illinois 60654

-and-

Kutak Rock LLP
Attn: Jeffrey T. Wegner and Lisa M. Peters
1650 Farnam Street
Omaha, Nebraska 68102
Co-Counsel to the Debtors

Office of the United States Trustee
for the District of Nebraska
Attn: Jerry L. Jensen
111 South 18th Plaza, Suite 1148,
Omaha, Nebraska 68102
United States Trustee

Riemer Braunstein LLP
Attn: Steven Fox and Donald E. Rothman
Seven Times Square, Suite 2506
New York, New York 10036

-and-

Greenberg Traurig, LLP
Attn: Jeffrey M. Wolf
One International Place, Suite 2000
Boston, Massachusetts 02110

-and-

Croker Huck Kasher DeWitt Anderson &
Gonderinger L.L.C.
Attn: Robert Gonderinger
2120 South 72nd Street, Suite 1200
Omaha, Nebraska 68124
Co-Counsel to the Administrative Agent

Koley Jessen P.C., L.L.O.
Attn: Brian J. Koenig
1125 S. 103rd Street, Ste. 800
Omaha, Nebraska 68124
Co-Counsel to the Unsecured Creditors' Committee

EXHIBIT A

Summary of Fees by Professionals

| Name of Professional | Dept. | Title | Year Admitted | Hourly Rate | Total Hours Billed | Total Compensation |
|-----------------------------|---|----------------|----------------------|--------------------|---------------------------|---------------------------|
| Ronald E. Gold | Bankruptcy and Restructuring | Member | 1989 | \$580.00 | 290.7 | \$168,587.42 |
| Douglas L. Lutz | Bankruptcy and Restructuring | Member | 1991 | \$575.00 | 435.4 | \$250,264.52 |
| A.J. Webb | Bankruptcy and Restructuring | Associate | 2015 | \$220.00 | 170.3 | \$37,462.38 |
| Erin P. Severini | Bankruptcy and Restructuring | Staff Attorney | 2002 | \$255.00 | 59.4 | \$15,093.68 |
| Rudy G. Bublitz | Bankruptcy and Restructuring/ Litigation | Paralegal | | \$140.00 | 12.4 | \$1,736.00 |
| Bennett M. Parker | | Summer Intern | | \$175.00 | 29.0 | \$5,075.00 |
| Matthew R. Wagner | | Summer Intern | | \$175.00 | 29.0 | \$5,075.00 |
| TOTAL | | | | | 1026.2 | \$483,294.00 |

EXHIBIT B

Summary of Time by Project Category

| <u>Project Code</u> | <u>Project Category</u> | <u>Hours</u> | <u>Amount</u> |
|----------------------------|--|---------------------|----------------------|
| B110 | Case Administration | 81.6 | \$37,534.06 |
| B120 | Asset Analysis and Recovery | 167.4 | \$71,433.46 |
| B130 | Asset Disposition | 199.4 | \$94,048.83 |
| B140 | Relief from Stay/Adequate Protection Proceedings | 0.9 | \$519.50 |
| B150 | Meetings of and Communications with Creditors | 41.0 | \$18,646.26 |
| B160 | Employment and Fee Application | 85.2 | \$25,481.14 |
| B170 | Fee/Employment Objections | 9.1 | \$3,406.00 |
| B180 | Avoidance Action Analysis | 14.4 | \$7,793.83 |
| B185 | Assumption/Rejection of Leases and Contracts | 16.1 | \$6,165.00 |
| B190 | Other Contested Matters | 11.5 | \$6,618.62 |
| B195 | Non-Working Travel | 81.5 | \$42,764.76 |
| B220 | Employee Benefits/Pensions | 4.2 | \$1,918.00 |
| B230 | Financing/Cash Collections | 40.0 | \$17,254.19 |
| B260 | Board of Directors Matters | 1.2 | \$264.00 |
| B310 | Claims Administration and Objections | 65.9 | \$34,340.60 |
| B320 | Plan and Disclosure Statement | 203.1 | \$112,967.75 |
| B410 | General Bankruptcy Advice/Opinions | 3.7 | \$2,138.00 |
| TOTAL | | 1026.2 | \$483,294.00 |

EXHIBIT C

Summary of Expenses/Disbursements

| Description | Billed |
|---|--------------------|
| United Parcel Service – Next Day Air | \$1,186.67 |
| United Parcel Services – Second Day Air | \$10.31 |
| Reproductions | \$539.30 |
| Conference Call | \$71.46 |
| Postage | \$71.69 |
| Pacer | \$5.70 |
| Air Fare | \$6,997.54 |
| Miscellaneous Exp. | \$29.90 |
| Reproductions Duplex | \$19.92 |
| Meals | \$524.10 |
| Lodging | \$4,471.34 |
| Transportation | \$235.61 |
| Taxi | \$320.78 |
| Parking | \$429.00 |
| Mileage | \$18.94 |
| Color Reproductions | \$6.60 |
| Color Reproductions Duplex | \$18.25 |
| Tabs | \$2.00 |
| Spiral Binding | \$7.50 |
| CD Duplication | \$5.00 |
| TOTAL | \$14,971.61 |

EXHIBIT D

Detailed Time Records for the Fee Period

Frost Brown Todd LLC

ATTORNEYS

P.O. Box 5716
Cincinnati, OH 45201-5716
(513) 651-6800
Facsimile (513) 651-6981
www.frostbrowntodd.com

Official Committee of Unsecured Creditors of Gordmans
Stores, Inc.
Attn: Jeffrey N. Pomerantz
10100 Santa Monica Boulevard, 11th Floor
Los Angeles, CA 90067-4100

FED. ID# 61-0722001
April 27, 2017
Invoice # 11103075
Account # 0135890.0646308

REGARDING: Gordmans Stores Chapter 11 Cases

| | |
|---|----------------------------|
| For Professional Services Rendered Through March 31, 2017 | \$139,530.50 |
| Other Charges Through March 31, 2017 | <u>\$7,331.20</u> |
| TOTAL THIS INVOICE | <u>\$146,861.70</u> |

| | <u>*Matter Invoiced Totals</u> | |
|---------------|--------------------------------|------------------------|
| | <u>Year-To-Date</u> | <u>Since Inception</u> |
| Fees | 0.00 | 0.00 |
| Other Charges | <u>0.00</u> | <u>0.00</u> |
| TOTAL | \$0.00 | \$0.00 |

*Totals do not include amounts from current invoice.

THANK YOU
PAYMENT APPRECIATED WITHIN 30 DAYS
PLEASE INCLUDE YOUR INVOICE NUMBER ON CHECK

PHASE & TASK SUMMARY

| PHASE | TASK | DESCRIPTION | HOURS | AMOUNT |
|--------------|-------------|--|---------------|---------------------|
| B100 | B110 | Case Administration | 16.10 | 5,731.00 |
| B100 | B120 | Asset Analysis and Recovery | 4.10 | 2,357.50 |
| B100 | B130 | Asset Disposition | 169.50 | 76,761.50 |
| B100 | B140 | Relief from Stay/Adequate Protection Proceedings | 0.90 | 519.50 |
| B100 | B150 | Meetings of and Communications with Creditors | 19.10 | 9,054.50 |
| B100 | B160 | Fee/Employment Applications | 23.40 | 5,117.50 |
| B100 | B170 | Fee/Employment Objections | 3.40 | 748.00 |
| B100 | B185 | Assumption/Rejection of Leases and Contracts | 8.90 | 2,494.00 |
| B100 | B195 | Non-Working Travel | 54.00 | 26,892.50 |
| TOTAL | | | 299.40 | \$129,676.00 |
| B200 | B230 | Financing/Cash Collections | 15.60 | 7,600.50 |
| TOTAL | | | 15.60 | \$7,600.50 |
| B300 | B310 | Claims Administration and Objections | 0.40 | 232.00 |
| TOTAL | | | 0.40 | \$232.00 |
| B400 | B410 | General Bankruptcy Advice/Opinions | 3.50 | 2,022.00 |
| TOTAL | | | 3.50 | \$2,022.00 |
| E100 | E101 | Copying | | 52.70 |
| E100 | E102 | Outside Printing | | 8.00 |
| E100 | E102 | Outside Printing | | 5.00 |
| E100 | E106 | Online Research | | 4.65 |
| E100 | E107 | Delivery services/Messengers | | 68.91 |
| E100 | E110 | Out-of-town Travel | | 3,663.58 |
| E100 | E110 | Out-of-town Travel | | 3,217.55 |
| E100 | E111 | Meals | | 280.91 |
| E100 | E124 | Other | | 29.90 |
| TOTAL | | | 0.00 | \$7,331.20 |

ITEMIZED SERVICES

| DATE | | TMKR | HOURS | AMOUNT |
|----------|---|------|-------|----------|
| 03/16/17 | (B100.B150) Conference re Committee selection of professionals and strategy for bid procedures. | AJW | 1.20 | 264.00 |
| 03/16/17 | (B100.B130) Conference with Debtors' counsel and financial advisor re alterations to bid procedures, possibility of going concern sale, and potential going concern offers. | AJW | 1.30 | 286.00 |
| 03/16/17 | (B100.B130) Research case law re bid protections and benefit to the estate (1.2); begin drafting bid procedures objection (2.1); review agency agreements in retail filings to determine similarity of provisions (2.0). | AJW | 5.30 | 1,166.00 |
| 03/16/17 | (B100.B160) Begin drafting retention application (1.4); review parties in interest for detailed conflicts searches (1.3). | AJW | 2.70 | 594.00 |
| 03/16/17 | (B100.B150) Participate in Committee call re selection of financial advisor and initial strategy for bid procedures and sale motion (.9); Conference calls with Committee chair and local counsel re retention and initial strategy (.4); conference call with Committee chair and Province re engagement issues and initial analysis issues (.4). | DLL | 1.70 | 977.50 |
| 03/16/17 | (B100.B130) Participate in conference call with Debtor's counsel, investment banker and financial advisor re initial analysis of sale process and potential bidders (1.1); conference call with Province and R. Gold re same and analysis of sale process timing (.5); review due diligence information re sale (.7). | DLL | 2.30 | 1,322.50 |
| 03/16/17 | (B100.B110) Review petition, first day motions and declaration in support; analyze key issues and proposed budget. | EPS | 1.50 | 382.50 |
| 03/16/17 | (B100.B110) Review local rules (.3); draft notice of appearance (.2). | EPS | 0.50 | 127.50 |
| 03/16/17 | (B100.B110) Prepare pro hac vice motions for A. Webb, R. Gold and D. Lutz. | EPS | 0.50 | 127.50 |
| 03/16/17 | (B100.B110) Work on Committee bylaws. | EPS | 1.80 | 459.00 |
| 03/16/17 | (B100.B110) Prepare UCC contact list. | EPS | 1.00 | 255.00 |
| 03/16/17 | (B100.B150) Attend committee meeting and interview of financial advisors and follow up issues re same. | REG | 1.90 | 1,102.00 |
| 03/16/17 | (B100.B130) Attention to issues re bid procedures motion and follow up with counsel for debtors re same. | REG | 2.10 | 1,218.00 |
| 03/16/17 | (B100.B130) Review Duff & Phelps data room and certain documents. | REG | 0.70 | 406.00 |
| 03/16/17 | (B100.B150) Call with counsel for GGP re case issues. | REG | 0.60 | 348.00 |
| 03/16/17 | (B100.B110) Call with local Nebraska counsel re case issues. | REG | 0.30 | 174.00 |
| 03/16/17 | (B100.B110) Call and emails with Province team re case issues. | REG | 0.40 | 232.00 |
| 03/17/17 | (B100.B130) Continued drafting of bid procedures objection (4.1); communications with committee re bid procedures objection (0.5); research case law re bid procedures objection (2.3). | AJW | 6.90 | 1,518.00 |

| DATE | | TMKR | HOURS | AMOUNT |
|----------|--|------|-------|----------|
| 03/17/17 | (B100.B130) Prepare for and participate in call with Stage re bid procedures and status of offer (1.2); follow up conference calls with Province and Committee Chair (.7); conference call with J. Gordman Advisory re potential offer to purchase going concern (.8); conference call with Committee re status and analysis (.7); review and revise bid procedures objections (.4); several conference calls and emails with R. Gold re same, sale analysis and hearing preparation (.8); review Debtors bid procedures hearing exhibit filings (.7). | DLL | 5.30 | 3,047.50 |
| 03/17/17 | (B100.B110) Revise committee by-laws. | DLL | 0.30 | 172.50 |
| 03/17/17 | (B100.B110) Continue to work on committee bylaws. | EPS | 0.60 | 153.00 |
| 03/17/17 | (B100.B110) Finalize contact list; create distribution list. | EPS | 0.40 | 102.00 |
| 03/17/17 | (B200.B230) Analyze and review issues relating to material terms of cash collateral motion and consent fee (1.7); send summary to R. Gold (.3). | EPS | 2.00 | 510.00 |
| 03/17/17 | (B100.B150) Emails with Committee members re contact list and afternoon meeting. | EPS | 0.20 | 51.00 |
| 03/17/17 | (B100.B130) Discuss and consider issues re bid procedures and sale process. | EPS | 0.40 | 102.00 |
| 03/17/17 | (B100.B130) Prepare materials for hearing on sale motion. | EPS | 0.30 | 76.50 |
| 03/17/17 | (B100.B130) Attention to issues re proposed bidding procedures and potential transaction with Tiger Capital. | REG | 2.40 | 1,392.00 |
| 03/17/17 | (B100.B130) Work on objection to bidding procedures and alternative time frame. | REG | 1.90 | 1,102.00 |
| 03/17/17 | (B100.B130) Calls with numerous potential bidders and parties in interest re process and UCC assistance. | REG | 1.60 | 928.00 |
| 03/17/17 | (B100.B130) Calls with Committee advisors and issues re same and projected expenses. | REG | 1.00 | 580.00 |
| 03/17/17 | (B100.B150) Prepare for and participate on committee call and email updates with Committee re status and strategy. | REG | 1.10 | 638.00 |
| 03/18/17 | (B100.B130) Draft and revise bid procedures objection. | AJW | 10.30 | 2,266.00 |
| 03/18/17 | (B100.B130) Review and analyze bid procedures (1.3); conference with Debtors' counsel re bid procedures (1.1). | AJW | 2.40 | 528.00 |
| 03/18/17 | (B100.B150) Communications with Committee re bid procedures and bid procedures objection. | AJW | 0.60 | 132.00 |
| 03/18/17 | (B100.B130) Review and respond to emails from R. Gold re bid procedures objection preparation and hearing preparation (.2); conference call with R. Gold and B. Koenig re hearing preparation issues (.6); conference in with R. Gold re same (.2); draft and revise objection to bid procedures (2.5); review agency agreement, bid procedures and motion re same (.6); emails to R. Gold and A. Webb re same (.3); conference with R. Gold re potential resolution of bid procedures objection (.2); review Committee updates re same (.2); emails to A. Webb re preparation of modified, limited objection based upon potential settlement (.3). | DLL | 5.10 | 2,932.50 |

| DATE | | | TMKR | HOURS | AMOUNT |
|----------|--------------|---|------|-------|----------|
| 03/18/17 | (B100.B130) | Draft and revise bid procedures objection. | REG | 3.50 | 2,030.00 |
| 03/18/17 | (B100.B130) | Draft revised bid procedures and email and call with counsel for the debtors re same. | REG | 1.70 | 986.00 |
| 03/18/17 | (B100.B130) | Extended call with counsel for Tiger Capital re bid procedures and proposed UCC revisions. | REG | 0.70 | 406.00 |
| 03/18/17 | (B100.B130) | Call with A. Graiser re real estate issues. | REG | 0.30 | 174.00 |
| 03/18/17 | (B100.B130) | Call with local counsel re bid procedures hearing and prepare for same. | REG | 0.50 | 290.00 |
| 03/18/17 | (B100.B130) | Review landlords objections to bid procedures motion. | REG | 0.40 | 232.00 |
| 03/18/17 | (B100.B150) | Update emails with Committee. | REG | 0.30 | 174.00 |
| 03/19/17 | (B100.B130) | Draft and revise bid procedures objection (7.2); conference with B. Koenig re revisions to bid procedures and prepare for filing re same (1.2); communications with Debtors' counsel re bid procedures and suggested committee revisions (0.7). | AJW | 9.10 | 2,002.00 |
| 03/19/17 | (B100.B150) | Communicate with Committee re bid procedures objection. | AJW | 0.40 | 88.00 |
| 03/19/17 | (B100.B130) | Draft and revise bid procedures objection (1.5); draft and send emails to A. Webb and R. Gold re same (.6). | DLL | 2.10 | 1,207.50 |
| 03/19/17 | (B100.B195) | Travel to Omaha for Bid Procedures hearing. | DLL | 6.00 | 3,450.00 |
| 03/19/17 | (B100.B195) | Travel from CVG to Omaha for hearings. | REG | 6.00 | 3,480.00 |
| 03/19/17 | (B100.B130) | Finalize bid procedures objection and email with UCC re same. | REG | 1.80 | 1,044.00 |
| 03/19/17 | (B100.B130) | Email with counsel for Jeff Gordmans Advisory and review declaration re same. | REG | 0.30 | 174.00 |
| 03/19/17 | (B100.B150) | Emails with Committee re status. | REG | 0.30 | 174.00 |
| 03/19/17 | (B100.B130) | Calls with Province and Chair of UCC re bid procedures issues and strategies and emails with Province re same. | REG | 0.70 | 406.00 |
| 03/19/17 | (B100.B130) | Emails with counsel for Wells Fargo re bid procedures issues. | REG | 0.20 | 116.00 |
| 03/19/17 | (B200.B230) | Attention to review of updated budget and related documents from clear thinking. | REG | 0.50 | 290.00 |
| 03/19/17 | (B100.B130) | Prepare for hearing on bid procedures. | REG | 1.50 | 870.00 |
| 03/20/17 | (B100.B160) | Draft FBT retention application and Gold affidavit to FBT retention application. | AJW | 3.20 | 704.00 |
| 03/20/17 | (B100.B110) | Draft information sharing procedures motion and proposed order. | AJW | 1.80 | 396.00 |
| 03/20/17 | (B100.B150) | Communications with Creditors Committee and individual members of Committee re bid procedures hearing. | AJW | 1.10 | 242.00 |

| DATE | | TMKR | HOURS | AMOUNT |
|----------|--|------|-------|----------|
| 03/20/17 | (B100.B130) Prepare for and attend bid procedures hearing (7.5); negotiate, draft and revise bid procedures and bid procedures order with Debtor, Secured Lenders, Stalking Horse and Landlords (3.5). | DLL | 11.00 | 6,325.00 |
| 03/20/17 | (B100.B130) Prepare for and attend big procedures hearing, including meetings with debtors and advisors, meetings with Tiger Capital and advisors, meetings with secured lenders and counsel (7.5); calls and emails with creditors re rebaked drafts (1.0); review and comment to revised drafts of procedures and procedures order (2.0); review objections filed (.5). | REG | 11.00 | 6,380.00 |
| 03/20/17 | (B100.B150) Participate on Committee call and update email with committee members. | REG | 0.50 | 290.00 |
| 03/20/17 | (B100.B130) Serve Objection to Bid Procedures Motion per A. Webb. | RGB | 0.20 | 28.00 |
| 03/20/17 | (B100.B160) Draft Application to Employ FBT as Counsel for UCC per A. Webb. | RGB | 2.40 | 336.00 |
| 03/21/17 | (B100.B130) Continued drafting of information sharing procedures motion and proposed order to same. | AJW | 1.80 | 396.00 |
| 03/21/17 | (B100.B130) Continued work on Province and FBT retention applications. | AJW | 0.90 | 198.00 |
| 03/21/17 | (B100.B130) Analysis and review of issues re upcoming auction and sale hearing. | AJW | 1.30 | 286.00 |
| 03/21/17 | (B100.B110) Review Province UCC presentation re sale, 4 week analysis and cash collateral issues (.6). | DLL | 0.60 | 345.00 |
| 03/21/17 | (B100.B195) Travel from Omaha for Bid Procedures hearings and negotiations. | DLL | 6.00 | 3,450.00 |
| 03/21/17 | (B100.B150) Participate in UCC conference call (.8). | DLL | 0.80 | 460.00 |
| 03/21/17 | (B100.B195) Travel from Omaha to Cincinnati. | REG | 5.00 | 2,900.00 |
| 03/21/17 | (B100.B130) Review and comment to revised drafts of bid procedures and orders and review of comments from various constituents re same. | REG | 1.20 | 696.00 |
| 03/21/17 | (B100.B130) Call and emails with counsel for debtor re bid procedures order and documents. | REG | 0.30 | 174.00 |
| 03/21/17 | (B100.B130) Calls with I. Gold and D. Branch re bid procedures issues. | REG | 0.30 | 174.00 |
| 03/21/17 | (B100.B160) Draft R. Gold Affidavit in Support of Application to Employ FBT as counsel for UCC per A. Webb. | RGB | 1.10 | 154.00 |
| 03/22/17 | (B200.B230) Attention to issues re cash collateral and final cash collateral order. | AJW | 1.10 | 242.00 |
| 03/22/17 | (B100.B130) Analysis and review of issues re upcoming auction and sale hearing. | AJW | 1.20 | 264.00 |
| 03/22/17 | (B100.B160) Continue to work on FBT and Province retention application and conflicts review. | AJW | 0.90 | 198.00 |
| 03/22/17 | (B100.B160) Conferences with A. Webb re preparation of Province retention application (.3); email to Province re same and conflict parties (.3); review and respond to Province email re same (.2). | DLL | 0.80 | 460.00 |

| DATE | | TMKR | HOURS | AMOUNT |
|----------|--|------|-------|----------|
| 03/22/17 | (B100.B130) Review entered bid procedures order (.2); review Notice of Proposed Cure Amounts re same (.4). | DLL | 0.60 | 345.00 |
| 03/22/17 | (B100.B130) Review Golfsmith and other cases re form of APA, Agency Agreement and Sale Order for combined strategic buyer and liquidator bid and transaction documents (1.1); conference with R. Gold re same (.2). | DLL | 1.30 | 747.50 |
| 03/22/17 | (B200.B230) Review and mark up of cash collateral order and financing statement results. | REG | 1.70 | 986.00 |
| 03/22/17 | (B200.B230) Call with S. Fox, J. Wolf and B. Keoning re cash collateral issues. | REG | 0.60 | 348.00 |
| 03/22/17 | (B200.B230) Attention to issues and review of DSW relationship. | REG | 0.60 | 348.00 |
| 03/22/17 | (B100.B150) Prepare for and participate on Committee call. | REG | 0.70 | 406.00 |
| 03/22/17 | (B100.B150) Follow up calls and emails with various members of the committee. | REG | 0.40 | 232.00 |
| 03/22/17 | (B100.B130) Review of entered bid procedures order and call with prospective bidders re same. | REG | 0.90 | 522.00 |
| 03/22/17 | (B100.B185) Calls and emails with counsel for the debtor re insurance brokerage agreement. | REG | 0.20 | 116.00 |
| 03/22/17 | (B100.B185) Review of brokerage documents re same. | REG | 0.10 | 58.00 |
| 03/23/17 | (B100.B160) Draft FBT retention application (1.7); draft Gold affidavit to retention application (0.9); revise Province retention application (0.9). | AJW | 3.50 | 770.00 |
| 03/23/17 | (B100.B185) Receipt and review of Silverstone agreement (.3); analyze proposed assumption of Silverstone agreement (.4); review proposed assumption motion (.2). | AJW | 0.90 | 198.00 |
| 03/23/17 | (B100.B130) Participate in conference call with Duff & Phelps re bidder/sale status. | DLL | 0.80 | 460.00 |
| 03/23/17 | (B100.B130) Review Golfsmith asset purchase agreement and agency agreement re Gordmans potential auction issues. | DLL | 1.90 | 1,092.50 |
| 03/23/17 | (B100.B110) Review Province draft retention application (.3); email to C. Cabello re same (.2); email to A. Webb re same (.1); email conflict party list to C. Cabello (Province) (.2). | DLL | 0.80 | 460.00 |
| 03/23/17 | (B200.B230) Call with Kirkland re cash collateral order issues. | REG | 0.30 | 174.00 |
| 03/23/17 | (B200.B230) Review draft final order of lenders. | REG | 0.30 | 174.00 |
| 03/23/17 | (B200.B230) Mark up of comments and issues from interim cash collateral order. | REG | 0.40 | 232.00 |
| 03/23/17 | (B200.B230) Call with local counsel re cash collateral interim order. | REG | 0.20 | 116.00 |
| 03/23/17 | (B100.B150) Numerous calls and emails with members of the UCC. | REG | 0.60 | 348.00 |
| 03/23/17 | (B300.B310) Call with L. Peters and J. Merchandise re Emma Trucking issues and claims. | REG | 0.30 | 174.00 |
| 03/23/17 | (B100.B130) Call with Province and debtors advisors re sale update. | REG | 0.30 | 174.00 |

| DATE | | | TMKR | HOURS | AMOUNT |
|----------|--------------|---|------|-------|----------|
| 03/23/17 | (B100.B130) | Call with possible transaction party. | REG | 0.20 | 116.00 |
| 03/23/17 | (B100.B185) | Attention to issues re Silverstone insurance contract. | REG | 0.30 | 174.00 |
| 03/24/17 | (B100.B185) | Continued review of Silverstone agreement and proposed order assuming Silverstone agreement. | AJW | 0.80 | 176.00 |
| 03/24/17 | (B100.B150) | Communications with Creditors Committee re Silverstone agreement. | AJW | 1.20 | 264.00 |
| 03/24/17 | (B100.B160) | Continued drafting of Province and FBT retention applications. | AJW | 0.70 | 154.00 |
| 03/24/17 | (B200.B230) | Review and revise final cash collateral order (.6); review R. Gold and B. Koenig revisions re same (.3); emails to R. Gold re same (.2). | DLL | 1.10 | 632.50 |
| 03/24/17 | (B100.B110) | Review Kirkland drafts of interim compensation motion, utilities motion and ordinary course professionals motion (.9); email to R. Gold and A. Webb re same (.2). | DLL | 1.10 | 632.50 |
| 03/24/17 | (B200.B230) | Review and revise final cash collateral order and review comments of local counsel re same. | REG | 2.70 | 1,566.00 |
| 03/24/17 | (B200.B230) | Call with P. Hyugens re final order and budget issues and incorporate comments re same. | REG | 0.40 | 232.00 |
| 03/24/17 | (B200.B230) | Call with Kirkland re final cash collateral order. | REG | 0.10 | 58.00 |
| 03/24/17 | (B400.B410) | Review retention applications of Kirkland, clear thinking and Duff & Phelps. | REG | 0.50 | 290.00 |
| 03/24/17 | (B400.B410) | Emails with Committee professionals re same. | REG | 0.20 | 116.00 |
| 03/24/17 | (B100.B150) | Calls and emails with members of the UCC re specific case issues and overall status updates. | REG | 0.70 | 406.00 |
| 03/24/17 | (B100.B150) | Calls with general unsecured creditors re specific case issues and status updates. | REG | 0.40 | 232.00 |
| 03/24/17 | (B100.B140) | Review and analysis of DSW motion for relief from stay and emails with Kirkland re same. | REG | 0.40 | 232.00 |
| 03/24/17 | (B300.B310) | Emails with L. Peters of Kutak re EMO Trans issues and release of goods. | REG | 0.10 | 58.00 |
| 03/24/17 | (B100.B110) | Review of second day pleadings filed by debtors. | REG | 0.30 | 174.00 |
| 03/24/17 | (B100.B160) | Create Client Match List using conflict search results per A. Webb. | RGB | 3.60 | 504.00 |
| 03/25/17 | (B100.B150) | Communications with Creditors Committee re recent filings by Debtors, including retention applications. | AJW | 0.90 | 198.00 |
| 03/25/17 | (B100.B110) | Review filings by Debtors re utility motion, interim compensation motion, and retention applications. | AJW | 1.20 | 264.00 |
| 03/27/17 | (B100.B185) | Attention to issues with re waiver of claims by Silverstone and assumption of Silverstone Agreement. | AJW | 1.10 | 242.00 |
| 03/27/17 | (B100.B110) | Review and comment to second day motions drafted by Debtors. | AJW | 1.10 | 242.00 |

| DATE | | | TMKR | HOURS | AMOUNT |
|----------|--------------|--|------|-------|----------|
| 03/27/17 | (B100.B110) | Prepare for and participate in two (2) status calls re sale and other issues with Province. | DLL | 0.90 | 517.50 |
| 03/27/17 | (B100.B185) | Review DSW objection to cure amount. | DLL | 0.30 | 172.50 |
| 03/27/17 | (B100.B140) | Review DSW relief from stay motion. | DLL | 0.50 | 287.50 |
| 03/27/17 | (B100.B160) | Review K&E retention application and affidavit. | DLL | 0.50 | 287.50 |
| 03/27/17 | (B100.B185) | Review Wells Fargo revisions to motion to assume Silverstone Agreement (.4); email to R. Gold and A. Webb re same (.1). | DLL | 0.50 | 287.50 |
| 03/27/17 | (B100.B110) | Two calls with FBT and Province re status issues. | REG | 0.50 | 290.00 |
| 03/27/17 | (B100.B110) | Call with FBT and Kirkland re several open issues. | REG | 0.30 | 174.00 |
| 03/27/17 | (B100.B130) | Call with A. Graiser and M. Jericho re potential stage offer. | REG | 0.30 | 174.00 |
| 03/27/17 | (B100.B130) | Calls with M. Snyder re Tiger bid and compliance with procedures orders. | REG | 0.30 | 174.00 |
| 03/27/17 | (B100.B130) | Review email update from Province. | REG | 0.10 | 58.00 |
| 03/27/17 | (B100.B130) | Review bid procedures objections. | REG | 0.40 | 232.00 |
| 03/27/17 | (B100.B185) | Call with D. Swetnam re DSW issues. | REG | 0.10 | 58.00 |
| 03/27/17 | (B100.B160) | Review and attention to issues re Duff & Phelps application. | REG | 0.30 | 174.00 |
| 03/27/17 | (B100.B160) | Review and revise FBT retention application. | REG | 0.40 | 232.00 |
| 03/27/17 | (B100.B160) | Finalize Client Match List exhibit to Employment Application per A. Webb. | RGB | 2.20 | 308.00 |
| 03/28/17 | (B100.B195) | Travel from Cincinnati to Omaha for auction. | AJW | 6.00 | 1,320.00 |
| 03/28/17 | (B100.B170) | Draft objection to Duff & Phelps employment application. | AJW | 2.10 | 462.00 |
| 03/28/17 | (B100.B185) | Review, analyze, and compare cure objections. | AJW | 2.30 | 506.00 |
| 03/28/17 | (B100.B130) | Review Plum bid and analyze issues thereto; attention to issues re potential bids. | AJW | 2.20 | 484.00 |
| 03/28/17 | (B100.B195) | Travel to Omaha for auction and hearing. | DLL | 4.50 | 2,587.50 |
| 03/28/17 | (B400.B410) | Review Schedules and Statements of Financial Affairs (1.1); conferences and emails with R. Gold and Province re tax assets, FF&E assets and 90 day preferences (.5). | DLL | 1.60 | 920.00 |
| 03/28/17 | (B100.B130) | Conferences with R. Gold and Province re preparation for auction (1.2); review and revise Stage/Tiger Asset Purchase Agreement and Agency Agreement (2.1). | DLL | 3.30 | 1,897.50 |
| 03/28/17 | (B100.B130) | Review and analysis and comment to bid of stage and jv and emails related to same. | REG | 2.60 | 1,508.00 |
| 03/28/17 | (B100.B150) | Update to Committee re Stage bid for assets. | REG | 0.30 | 174.00 |
| 03/28/17 | (B100.B195) | Travel to Omaha from Cincinnati for auction and hearing. | REG | 4.50 | 2,610.00 |
| 03/28/17 | (B100.B130) | Calls and emails with Kirkland, Tiger Capital and A&G and Province re potential going concern bids. | REG | 0.70 | 406.00 |

| DATE | | | TMKR | HOURS | AMOUNT |
|----------|--------------|--|------|-------|----------|
| 03/28/17 | (B100.B130) | Review cure objections and summary schedule re same. | REG | 0.80 | 464.00 |
| 03/28/17 | (B100.B150) | Emails and calls with members of the UCC re update and status. | REG | 0.50 | 290.00 |
| 03/28/17 | (B400.B410) | Review Schedules and Statements of Financial Affairs filed by the separate debtors. | REG | 1.00 | 580.00 |
| 03/28/17 | (B400.B410) | Email to Kirkland re Duff & Phelps retention app issues. | REG | 0.20 | 116.00 |
| 03/29/17 | (B100.B130) | Prepare for and attend auction and attention to numerous issues re revised Agency Agreement and Asset Purchase Agreement for going concern transaction. | AJW | 10.50 | 2,310.00 |
| 03/29/17 | (B100.B130) | Review second revised form of Agency Agreement and Asset Purchase Agreement. | AJW | 1.30 | 286.00 |
| 03/29/17 | (B100.B170) | Continue drafting objection to Duff & Phelps retention application. | AJW | 1.30 | 286.00 |
| 03/29/17 | (B100.B185) | Review and analyze additional cure objections and assumption and assignment of executory contracts. | AJW | 1.10 | 242.00 |
| 03/29/17 | (B100.B130) | Prepare for and attend auction including review, negotiation and finalizing Stage/JV APA, Agency Agreement and related agreements. | DLL | 10.50 | 6,037.50 |
| 03/29/17 | (B100.B130) | Attend auction sale at Kutak Law Firm, numerous and extended meetings with Stage and counsel, Tiger Capital and counsel, Debtors and counsel, review and comment to revised draft of APA and Agency Agreement. | REG | 10.50 | 6,090.00 |
| 03/29/17 | (B100.B150) | Calls and emails with UCC re sale update and UCC issues. | REG | 1.00 | 580.00 |
| 03/29/17 | (B100.B150) | Calls with various creditors re sale issues and status issues. | REG | 0.50 | 290.00 |
| 03/30/17 | (B100.B130) | Prepare for and attend status conference re auction. | AJW | 1.70 | 374.00 |
| 03/30/17 | (B100.B130) | Detailed review of Asset Purchase Agreement (1.7); communications with Committee counsel re same (.4). | AJW | 2.10 | 462.00 |
| 03/30/17 | (B100.B185) | Attention to issues re assumption of leases and contracts in connection with sale transaction. | AJW | 0.70 | 154.00 |
| 03/30/17 | (B100.B160) | Review and revise Province retention application (.6); revisions to Gold affidavit for FBT retention application (.5). | AJW | 1.10 | 242.00 |
| 03/30/17 | (B100.B130) | Review and revise amended Stage/Liquidator JV Asset Purchase Agreement and Agency Agreement (1.5); emails and conferences with R. Gold, Debtors' counsel and Purchaser's counsel re same (.9). | DLL | 2.40 | 1,380.00 |
| 03/30/17 | (B100.B130) | Prepare for and attend sale status conference. | DLL | 1.50 | 862.50 |
| 03/30/17 | (B100.B120) | Conference with Comenity Bank counsel and Debtors' counsel re Comenity Bank recoupment/setoff and issues re same (.3); emails to Debtors' counsel re Comenity Bank agreements and analysis (.4); review data room re Comenity Bank agreements/amortization schedules and related documents (.5); begin review of Comenity Bank Private Label Credit Card Agreement (.9). | DLL | 2.10 | 1,207.50 |

| DATE | | TMKR | HOURS | AMOUNT |
|----------|---|------|---------------|---------------------|
| 03/30/17 | (B100.B150) Telephone conference with Indiana Distribution Center landlord counsel re sale/auction status. | DLL | 0.20 | 115.00 |
| 03/30/17 | (B100.B150) Telephone conference and email to DSW's counsel re status of sale/auction and hearing. | DLL | 0.20 | 115.00 |
| 03/30/17 | (B100.B110) Briefly review recent filings. | EPS | 0.20 | 51.00 |
| 03/30/17 | (B100.B130) Extended review and discussions of revised transaction documents, including calls and emails with Province, M. Snyder and Cravath Law Firm. | REG | 3.00 | 1,740.00 |
| 03/30/17 | (B100.B130) Review of revised transaction and documents and calls and emails re same with counsel for Tiger, Province, Stage Stores. | REG | 2.90 | 1,682.00 |
| 03/30/17 | (B100.B130) Prepare for and attend status hearing re sale transaction. | REG | 1.50 | 870.00 |
| 03/30/17 | (B100.B150) Calls and emails with counsel for various landlords re status and sale issues. | REG | 0.50 | 290.00 |
| 03/30/17 | (B100.B150) Follow up with counsel for the debtors and counsel for Stage re same. | REG | 0.30 | 174.00 |
| 03/31/17 | (B100.B195) Travel from Omaha to Cincinnati. | AJW | 6.00 | 1,320.00 |
| 03/31/17 | (B200.B230) Research for cash collateral objection (.9); communications with R. Gold re same (.2). | AJW | 1.10 | 242.00 |
| 03/31/17 | (B100.B185) Review of Silverstone assumption agreement (.3); communications with R. Gold re Silverstone agreement (.2). | AJW | 0.50 | 110.00 |
| 03/31/17 | (B100.B130) Review and revise draft sale order (.5); conference with B. Koenig re same (.2); emails to R. Gold re same (.2). | DLL | 0.90 | 517.50 |
| 03/31/17 | (B100.B120) Review Comenity Bank Private Label Credit Card Agreement, related agreements and demand letter re recoupment/setoff (1.0); conference call with L. Peters re analysis of same (.4); conference call with Debtor's counsel, Stage counsel and Comenity Bank counsel re litigation/settlement negotiations (.4); conference call and emails to B. Koenig re analysis and litigation issues re Comenity Bank recoupment actions (.2). | DLL | 2.00 | 1,150.00 |
| 03/31/17 | (B100.B195) Travel from Omaha to Cincinnati. | DLL | 5.00 | 2,875.00 |
| 03/31/17 | (B100.B130) Numerous calls and emails with counsel re transaction documents. | REG | 1.00 | 580.00 |
| 03/31/17 | (B100.B130) Numerous calls and issues and comment to sale order, calls and emails with Cravath and S. Fox and Kirkland re same. | REG | 1.30 | 754.00 |
| 03/31/17 | (B200.B230) Draft cash collateral motion objection and revisions to same. | REG | 2.20 | 1,276.00 |
| 03/31/17 | (B100.B195) Travel from Omaha to Cincinnati. | REG | 5.00 | 2,900.00 |
| 03/31/17 | (B200.B230) Call and emails with S. Fox. | REG | 0.30 | 174.00 |
| 03/31/17 | (B100.B130) Call with Cravath Law Firm re sale hearing issues. | REG | 0.40 | 232.00 |
| | | | 318.90 | \$139,530.50 |

PERSONNEL FEE SUMMARY

| INIT | NAME | RANK | HOURS | RATE | AMOUNT |
|--------------|------------------|----------------|---------------|--------|---------------------|
| REG | Gold, Ronald E | Member | 108.60 | 580.00 | 62,988.00 |
| DLL | Lutz, Douglas L. | Member | 86.50 | 575.00 | 49,737.50 |
| AJW | Webb, Adam J | Associate | 104.90 | 220.00 | 23,078.00 |
| EPS | Severini, Erin P | Staff Attorney | 9.40 | 255.00 | 2,397.00 |
| RGB | Bublitz, Rudy G | Paralegal | 9.50 | 140.00 | 1,330.00 |
| TOTAL | | | 318.90 | | \$139,530.50 |

ITEMIZED COSTS

| DATE | | DESCRIPTION | AMOUNT |
|----------|--------------|---|----------|
| 03/17/17 | Air Fare | Airfare - D Lutz - Round trip airfare from Cincinnati to Omaha for Bid Procedures Hearing March 20 and 21, 2017. | 574.10 |
| 03/19/17 | Meals | Dinner - R Gold - Travel expenses to Omaha to attend Bid Processing Hearing. Douglas L. Lutz | 67.22 |
| 03/19/17 | Taxi Service | Taxi - D Lutz - Cab from Omaha airport to Courtyard Marriott while in Omaha for Bid Procedures Hearing March 20 and 21, 2017. | 20.00 |
| 03/19/17 | Lodging | Lodging - D Lutz - Hotel expenses at Courtyard Marriott while in Omaha for Bid Procedures Hearing March 20 and 21, 2017. | 172.51 |
| 03/20/17 | Meals | Hotel - Meals Other - R Gold - Travel expenses to Omaha to attend Bid Processing Hearing. | 4.00 |
| 03/20/17 | Meals | Hotel - Meals Other - R Gold - Travel expenses to Omaha to attend Bid Processing Hearing. | 3.00 |
| 03/20/17 | Air Fare | Airfare - R Gold - Travel expenses to Omaha to attend Bid Processing Hearing. | 1,089.10 |
| 03/20/17 | Lodging | Lodging - D Lutz - Hotel expenses at Courtyard Marriott while in Omaha for Bid Procedures Hearing March 20 and 21, 2017. | 184.33 |
| 03/21/17 | Air Fare | Change Ticket Fee - A Webb - Omaha Trip for the Gordmans Bid Procedures Hearing. | 52.22 |
| 03/21/17 | Air Fare | Change Ticket Fee - A Webb - Omaha Trip for the Gordmans Bid Procedures Hearing. | 49.44 |
| 03/21/17 | Air Fare | Change Ticket Fee - A Webb - Omaha Trip for the Gordmans Bid Procedures Hearing. | 32.00 |
| 03/21/17 | Air Fare | Change Ticket Fee - A Webb - Omaha Trip for the Gordmans Bid Procedures Hearing. | 200.00 |
| 03/21/17 | Air Fare | Airfare - A Webb - Omaha Trip for the Gordmans Bid Procedures Hearing. | 813.08 |
| 03/21/17 | Air Fare | Airfare - R Gold - Travel to Omaha to attend Gordmans Auction and Hearing. | 815.60 |

| DATE | | DESCRIPTION | AMOUNT |
|----------|--------------------|--|----------|
| 03/21/17 | Taxi Service | Taxi - R Gold - Travel expenses to Omaha to attend Bid Processing Hearing. | 16.00 |
| 03/21/17 | Lodging | Lodging - R Gold - Travel expenses to Omaha to attend Bid Processing Hearing. | 356.84 |
| 03/21/17 | Parking | Parking - R Gold - Travel expenses to Omaha to attend Bid Processing Hearing. | 33.00 |
| 03/21/17 | Parking | Parking - D Lutz - Parking at Cincinnati airport for travel to Omaha for Bid Procedures Hearing March 20 and 21, 2017. | 33.00 |
| 03/28/17 | Air Fare | Change Ticket Fee - A Webb - Omaha Trip for the Gordmans Bid Procedures Hearing. | 38.04 |
| 03/28/17 | Miscellaneous Exp. | Internet - A Webb - Omaha Trip for the Gordmans Bid Procedures Hearing. | 9.95 |
| 03/28/17 | Taxi Service | Car Service - A Webb - Omaha Trip for the Gordmans Bid Procedures Hearing. | 22.31 |
| 03/28/17 | Parking | Hotel - Parking - R Gold - Travel to Omaha to attend Gordmans Auction and Hearing. | 15.00 |
| 03/29/17 | Meals | Dinner - R Gold - Travel to Omaha to attend Gordmans Auction and Hearing. Douglas L. Lutz, Adam J (A.J.) Webb | 206.69 |
| 03/29/17 | Parking | Hotel - Parking - R Gold - Travel to Omaha to attend Gordmans Auction and Hearing. | 30.00 |
| 03/30/17 | Lodging | Lodging - R Gold - Travel to Omaha to attend Gordmans Auction and Hearing. | 1,001.66 |
| 03/30/17 | Parking | Hotel - Parking - R Gold - Travel to Omaha to attend Gordmans Auction and Hearing. | 15.00 |
| 03/31/17 | Miscellaneous Exp. | Internet - A Webb - Omaha Trip for the Gordmans Bid Procedures Hearing. | 19.95 |
| 03/31/17 | Taxi Service | Car Service - A Webb - Omaha Trip for the Gordmans Bid Procedures Hearing. | 10.60 |
| 03/31/17 | Lodging | Lodging - A Webb - Omaha Trip for the Gordmans Bid Procedures Hearing. | 1,001.66 |
| 03/31/17 | Transportation | Car Rental - R Gold - Travel to Omaha to attend Gordmans Auction and Hearing. | 235.61 |
| 03/31/17 | Mileage | Mileage - 35.40 Miles - A Webb - Omaha Trip for the Gordmans Bid Procedures Hearing. | 18.94 |
| 03/31/17 | Parking | Parking - A Webb - Omaha Trip for the Gordmans Bid Procedures Hearing. | 60.00 |
| 03/31/17 | Parking | Parking - R Gold - Travel to Omaha to attend Gordmans Auction and Hearing. | 60.00 |

SUMMARIZED COSTS

April 27, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11103075

| DESCRIPTION | QTY | PER UNIT | TOTAL |
|----------------|--------|----------|----------------|
| Reproductions | 527.00 | 0.10 | 52.70 |
| Pacer | 31.00 | 0.15 | 4.65 |
| CD Duplication | 1.00 | 5.00 | 5.00 |
| Spiral Binding | 4.00 | 1.50 | 6.00 |
| Tabs | 10.00 | 0.20 | 2.00 |
| TOTAL | | | \$70.35 |

TOTAL COSTS **\$7,331.20**

Frost Brown Todd LLC

ATTORNEYS

P.O. Box 5716
Cincinnati, OH 45201-5716
(513) 651-6800
Facsimile (513) 651-6981
www.frostbrowntodd.com

Official Committee of Unsecured Creditors of Gordmans
Stores, Inc.
Attn: Jeffrey N. Pomerantz
10100 Santa Monica Boulevard, 11th Floor
Los Angeles, CA 90067-4100

FED. ID# 61-0722001
May 26, 2017
Invoice # 11108822
Account # 0135890.0646308

REGARDING: Gordmans Stores Chapter 11 Cases

| | |
|---|-------------|
| For Professional Services Rendered Through April 30, 2017 | \$72,413.50 |
| Other Charges Through April 30, 2017 | \$5,100.76 |

| | |
|---------------------------|---------------------------|
| TOTAL THIS INVOICE | <u>\$77,514.26</u> |
|---------------------------|---------------------------|

| | |
|--|-----------|
| Outstanding Invoices (see page 2 for details - if already paid please disregard) | 27,906.10 |
|--|-----------|

| | |
|--|----------------------------|
| Total Amount Due (Includes Outstanding Invoices) | <u>\$105,420.36</u> |
|--|----------------------------|

| | <u>*Matter Invoiced Totals</u> | |
|---------------|--------------------------------|------------------------|
| | <u>Year-To-Date</u> | <u>Since Inception</u> |
| Fees | 139,530.50 | 139,530.50 |
| Other Charges | 7,331.20 | 7,331.20 |
| TOTAL | \$146,861.70 | \$146,861.70 |

*Totals do not include amounts from current invoice.

THANK YOU
PAYMENT APPRECIATED WITHIN 30 DAYS
PLEASE INCLUDE YOUR INVOICE NUMBER ON CHECK

May 26, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11108822

RECAP OF OUTSTANDING INVOICES

| Invoice Date | Invoice Number | Balance |
|--------------|----------------|--------------------|
| 04/30/17 | 11103075 | 27,906.10 |
| | TOTAL | \$27,906.10 |

PHASE & TASK SUMMARY

| PHASE | TASK | DESCRIPTION | HOURS | AMOUNT |
|--------------|-------------|--|---------------|--------------------|
| B100 | B110 | Case Administration | 26.50 | 13,207.00 |
| B100 | B120 | Asset Analysis and Recovery | 8.90 | 4,941.50 |
| B100 | B130 | Asset Disposition | 25.90 | 14,982.50 |
| B100 | B150 | Meetings of and Communications with Creditors | 5.70 | 2,759.50 |
| B100 | B160 | Fee/Employment Applications | 17.30 | 5,560.50 |
| B100 | B170 | Fee/Employment Objections | 5.30 | 2,462.00 |
| B100 | B185 | Assumption/Rejection of Leases and Contracts | 6.50 | 3,409.00 |
| B100 | B195 | Non-Working Travel | 23.00 | 13,287.50 |
| | | TOTAL | 119.10 | \$60,609.50 |
| B200 | B220 | Employee Benefits/Pensions | 4.20 | 1,918.00 |
| B200 | B230 | Financing/Cash Collections | 23.30 | 9,016.00 |
| | | TOTAL | 27.50 | \$10,934.00 |
| B300 | B310 | Claims Administration and Objections | 0.20 | 116.00 |
| B300 | B320 | Plan and Disclosure Statement(including Business | 1.10 | 638.00 |
| | | TOTAL | 1.30 | \$754.00 |
| B400 | B410 | General Bankruptcy Advice/Opinions | 0.20 | 116.00 |
| | | TOTAL | 0.20 | \$116.00 |
| E100 | E101 | Copying | | 6.72 |
| E100 | E101 | Copying | | 37.80 |
| E100 | E102 | Outside Printing | | 19.75 |
| E100 | E106 | Online Research | | 1.05 |
| E100 | E107 | Delivery services/Messengers | | 69.95 |
| E100 | E110 | Out-of-town Travel | | 2,784.96 |
| E100 | E110 | Out-of-town Travel | | 1,937.34 |
| E100 | E111 | Meals | | 243.19 |
| | | TOTAL | 0.00 | \$5,100.76 |

ITEMIZED SERVICES

| DATE | | | TMKR | HOURS | AMOUNT |
|----------|--------------|---|------|-------|--------|
| 04/01/17 | (B100.B170) | Draft objection to Duff & Phelps retention application. | AJW | 1.20 | 264.00 |
| 04/01/17 | (B200.B230) | Draft objection to entry of final cash collateral order. | AJW | 3.20 | 704.00 |
| 04/01/17 | (B100.B110) | Email to Kirkland re open issues. | REG | 0.20 | 116.00 |
| 04/01/17 | (B100.B130) | Extended call with counsel for landlords re apa, agency agreement and assumption and assignment issues. | REG | 0.40 | 232.00 |
| 04/02/17 | (B200.B230) | Draft objection to entry of final cash collateral order. | AJW | 2.80 | 616.00 |
| 04/02/17 | (B100.B120) | Review B. Koenig analysis of Comenity Bank turnover issues (.2); emails to B. Koenig and R. Gold re same (.2). | DLL | 0.40 | 230.00 |
| 04/02/17 | (B200.B230) | Review and analyze cash collateral fee issue and research cash collateral fees in similar retail cases. | EPS | 3.50 | 892.50 |
| 04/02/17 | (B100.B130) | Call with counsel for debtor and counsel for Stage re email from landlord counsel re sale and assignment issues. | REG | 0.50 | 290.00 |
| 04/02/17 | (B100.B130) | Call with counsel for GGP re sale issues. | REG | 0.30 | 174.00 |
| 04/02/17 | (B200.B230) | Attention to issues re cash collateral objection. | REG | 1.20 | 696.00 |
| 04/02/17 | (B100.B150) | Two separate emails with UCC re case status issues. | REG | 0.40 | 232.00 |
| 04/03/17 | (B200.B230) | Review and revise cash collateral objection. | AJW | 2.10 | 462.00 |
| 04/03/17 | (B100.B120) | Analyze issues re Comenity Bank. | AJW | 0.50 | 110.00 |
| 04/03/17 | (B100.B120) | Review Comenity response/recoupment letter and private label credit card agreements (.8); conference call with B. Koenig re preparation for call with Debtors' counsel and Comenity Bank's counsel (.3); conference call with B. Koenig and L. Peters (Debtors' counsel) re preparation for Comenity Bank call (.3); follow up with B. Koenig (.2). | DLL | 1.60 | 920.00 |
| 04/03/17 | (B200.B230) | Review revised cash collateral order (.5); conferences and emails with R. Gold re same (.2). | DLL | 0.70 | 402.50 |
| 04/03/17 | (B400.B410) | Review Kirkland reply email re Duff & Phelps issues. | REG | 0.10 | 58.00 |
| 04/03/17 | (B400.B410) | Call with Kirkland re same. | REG | 0.10 | 58.00 |
| 04/03/17 | (B200.B230) | Emails and calls with Province regarding completion of inventory and impact. | REG | 0.30 | 174.00 |
| 04/03/17 | (B200.B230) | Emails from CTG re same. | REG | 0.20 | 116.00 |
| 04/03/17 | (B200.B230) | Calls with counsel for Lenders re revisions to cash collateral order and review of revised draft. | REG | 0.90 | 522.00 |
| 04/03/17 | (B200.B230) | Mark up of revised cash collateral order. | REG | 0.70 | 406.00 |
| 04/03/17 | (B200.B230) | Work re cash collateral objection. | REG | 0.70 | 406.00 |
| 04/03/17 | (B200.B230) | Calls and emails with Province re cash collateral order and analysis re same. | REG | 0.50 | 290.00 |
| 04/03/17 | (B200.B230) | Email update with UCC chairs re cash collateral issues. | REG | 0.10 | 58.00 |

| DATE | | | TMKR | HOURS | AMOUNT |
|----------|--------------|--|------|-------|----------|
| 04/03/17 | (B100.B130) | Calls and emails with Kirkland and Cravath re sale issues and lease requirements and review of purchase agreements re same. | REG | 1.90 | 1,102.00 |
| 04/03/17 | (B100.B130) | Attention to Assignment of Lease issues, adequate assurance issues and stub rent issues. | REG | 1.20 | 696.00 |
| 04/03/17 | (B100.B150) | Email updates with UCC and chairs of UCC. | REG | 0.40 | 232.00 |
| 04/04/17 | (B100.B160) | Revise and finalize Province and FBT retention applications. | AJW | 1.10 | 242.00 |
| 04/04/17 | (B200.B230) | Revise cash collateral objection. | AJW | 1.20 | 264.00 |
| 04/04/17 | (B100.B130) | Review revised sale order (.5); review APA re Purchaser Cure Costs and payment of cure costs by Purchaser of Schedule 1.1(e) contracts (.4); emails to R. Gold re same and signoff on final sale order (.2). | DLL | 1.10 | 632.50 |
| 04/04/17 | (B100.B160) | Review and revise FBT retention application (.4); email to A. Webb and R. Gold re revisions to same (.2). | DLL | 0.60 | 345.00 |
| 04/04/17 | (B100.B160) | Review and revise Gold retention affidavit (.4); two (2) emails to A. Webb and R. Gold re revisions to same (.2); emails to R. Gold and A. Webb re revisions to affidavit re FBT hourly rate ranges (.4). | DLL | 1.00 | 575.00 |
| 04/04/17 | (B100.B160) | Review proposed FBT retention order (.2); email to A. Webb re same (.1). | DLL | 0.30 | 172.50 |
| 04/04/17 | (B100.B195) | Travel to Omaha for Sale Hearing. | DLL | 5.00 | 2,875.00 |
| 04/04/17 | (B100.B195) | Travel to Omaha for hearings on sale and cash collateral. | REG | 5.00 | 2,900.00 |
| 04/04/17 | (B200.B230) | Revise and send comments to cash collateral order to counsel for lenders. | REG | 0.60 | 348.00 |
| 04/04/17 | (B200.B230) | Review lenders revised version of cash collateral order. | REG | 0.40 | 232.00 |
| 04/04/17 | (B200.B230) | Meeting with counsel for lender re cash collateral order. | REG | 0.40 | 232.00 |
| 04/04/17 | (B200.B230) | Further review of agreed final cash collateral order and emails with counsel re same. | REG | 0.70 | 406.00 |
| 04/04/17 | (B100.B130) | Attention to review of revised sale order and comments from various parties to order re same. | REG | 1.60 | 928.00 |
| 04/04/17 | (B100.B130) | Attention to DSW issues, including extended call with all parties re DSW issues and proposal. | REG | 0.90 | 522.00 |
| 04/04/17 | (B100.B130) | Follow up call with Province re DSW issues. | REG | 0.40 | 232.00 |
| 04/04/17 | (B100.B130) | Call with counsel for DSW re sale and agreement issues. | REG | 0.30 | 174.00 |
| 04/04/17 | (B100.B130) | Follow up email re same to counsel for Debtors and lenders. | REG | 0.20 | 116.00 |
| 04/04/17 | (B100.B130) | Call with CTG re DSW issues. | REG | 0.30 | 174.00 |
| 04/04/17 | (B100.B150) | Attention to committee updates and communication. | REG | 0.40 | 232.00 |
| 04/05/17 | (B100.B130) | Review Comenity Bank limited sale objection (.3); review proposed sale order language re same (.2); email to R. Gold re same (.1). | DLL | 0.60 | 345.00 |
| 04/05/17 | (B100.B130) | Review revised sale order from Stage with explanation of comments (.7); emails to R. Gold re same (.2). | DLL | 0.90 | 517.50 |

| DATE | | TMKR | HOURS | AMOUNT |
|----------|---|------|-------|----------|
| 04/05/17 | (B100.B130) Participate in negotiations with DSW re resolution of sale disputes (.8); review and revise sale order (.5); prepare for and attend sale hearing (2.8); conferences post-sale hearing re issues and finalizing sale order (1.2). | DLL | 5.30 | 3,047.50 |
| 04/05/17 | (B100.B130) Meetings at Kutak re sale preparation and meetings and discussions re resolution of DSW issues including meeting with DSW outside counsel and principals of DSW on phone. | REG | 4.00 | 2,320.00 |
| 04/05/17 | (B100.B130) Attend sale hearing. | REG | 2.00 | 1,160.00 |
| 04/05/17 | (B100.B130) Follow up meetings at Kutak to finalize orders and review and comment re same. | REG | 1.50 | 870.00 |
| 04/05/17 | (B100.B130) Emails with landlords re resolution of sale objections. | REG | 0.50 | 290.00 |
| 04/06/17 | (B100.B195) Travel from Omaha to Cincinnati re Sale Hearing. | DLL | 5.50 | 3,162.50 |
| 04/06/17 | (B100.B110) Review draft of Province update to Committee (.6); emails to C. Cabello re questions and issues for revising Committee update (.4); review and respond to Province emails re same (.3). | DLL | 1.30 | 747.50 |
| 04/06/17 | (B200.B230) Review Wells Fargo payoff letter (.3); emails to Province re review of same (.2); review and respond to Province email re approval of payoff letter (.2). | DLL | 0.70 | 402.50 |
| 04/06/17 | (B100.B195) Travel from Omaha after sale hearing. | REG | 7.50 | 4,350.00 |
| 04/06/17 | (B100.B130) Emails and review of revised sale order re final comments. | REG | 0.70 | 406.00 |
| 04/06/17 | (B100.B130) Emails with Tiger re expense reimbursement. | REG | 0.20 | 116.00 |
| 04/06/17 | (B200.B230) Emails and review of Wells Fargo payoff letter and discussion with Province re same. | REG | 0.50 | 290.00 |
| 04/06/17 | (B100.B110) Extended call and follow up with P. Huygens from Province re case strategy issues. | REG | 0.50 | 290.00 |
| 04/06/17 | (B100.B110) Review draft of Province report. | REG | 0.30 | 174.00 |
| 04/07/17 | (B100.B160) Further revisions to Province and FBT retention applications (1.9); communications with FBT and local counsel re filing same (0.4). | AJW | 2.30 | 506.00 |
| 04/07/17 | (B200.B230) Review final version of case collateral order against prior versions re confirmation of acceptance of Committee issues (.8); email to Debtor and Wells Fargo re change of date to obtain entry of final cash collateral order to April 7 and Committee approval of order (.3). | DLL | 1.10 | 632.50 |
| 04/07/17 | (B100.B160) Review final versions of FBT retention application and declarations (.4); emails to A. Webb re filing procedure for same (.3). | DLL | 0.70 | 402.50 |
| 04/07/17 | (B100.B130) Emails and issues re closing and payoff letter. | REG | 0.90 | 522.00 |
| 04/07/17 | (B200.B230) Final review and attention to cash collateral order and entry and emails with lenders re same. | REG | 0.50 | 290.00 |
| 04/07/17 | (B100.B170) Emails with Kirkland re Duff & Phelps. | REG | 0.30 | 174.00 |
| 04/07/17 | (B100.B170) Review draft retention order and analysis re calculation of fee. | REG | 0.30 | 174.00 |

| DATE | | | TMKR | HOURS | AMOUNT |
|----------|--------------|---|------|-------|--------|
| 04/07/17 | (B100.B170) | Emails with Province re same. | REG | 0.20 | 116.00 |
| 04/10/17 | (B100.B120) | Conference call with B. Koenig re Comenity Bank analysis and strategy re turnover of withheld credit card receipts (.3); review Comenity/Gordmans Private Card Label Agreement re analysis of same (.5). | DLL | 0.80 | 460.00 |
| 04/10/17 | (B100.B170) | Attention to email and follow up re Duff & Phelps transaction fee issues as well as retention order re same. | REG | 0.40 | 232.00 |
| 04/10/17 | (B100.B110) | Attention to issues re DSW 9019 draft motion and review and comment re same. | REG | 1.00 | 580.00 |
| 04/10/17 | (B100.B110) | Attention to emails re scheduling of informal meeting with Debtors and Koley Law Firm for UCC. | REG | 0.10 | 58.00 |
| 04/10/17 | (B100.B110) | Emails with Province re committee update and follow up re same. | REG | 0.30 | 174.00 |
| 04/10/17 | (B100.B160) | Review of draft orders re CTG, Kirkland and Kutak. | REG | 0.40 | 232.00 |
| 04/11/17 | (B100.B120) | Review Comenity Bank litigation hold letter (.2); email to B. Koenig re same (.2); review L. Peters emails re Comenity Bank investigation matters (.2); review L. Peters email re investigation facts and issues (.2); review and respond to email from B. Koenig to Comenity Bank counsel re litigation hold and settlement proposal (.3). | DLL | 1.10 | 632.50 |
| 04/11/17 | (B100.B110) | Attention to case issues re sale order and final cash collateral order. | REG | 0.30 | 174.00 |
| 04/11/17 | (B100.B110) | Attention to emails re informal meeting with UCC and Debtors. | REG | 0.20 | 116.00 |
| 04/12/17 | (B100.B120) | Review emails from Comenity Bank counsel re litigation hold and response to settlement proposal (.2); emails to B. Koenig re same (.2). | DLL | 0.40 | 230.00 |
| 04/12/17 | (B100.B170) | Call with Kirkland and Duff & Phelps re Duff & Phelps fee issues and follow up re same. | REG | 0.40 | 232.00 |
| 04/12/17 | (B100.B110) | Email update from L. Peters re insurance retention and bank account issues. | REG | 0.20 | 116.00 |
| 04/12/17 | (B100.B110) | Emails re status of DSW 9019 motion. | REG | 0.20 | 116.00 |
| 04/12/17 | (B100.B110) | Email from CTG (Marchese) re RCS and A&G proposal issues. | REG | 0.10 | 58.00 |
| 04/13/17 | (B100.B160) | Finalize Gordmans retention applications for FBT and Province re same; (0.8) instructions to R. Bublit on filing same (0.2); communications with Province re same (0.1). | AJW | 1.10 | 242.00 |
| 04/13/17 | (B100.B110) | Conference call with R. Gold and B. Koenig re 341 meeting prep, meeting with Gordmans executive team prep, review of Wells documents and Comenity Bank issues. | DLL | 0.60 | 345.00 |
| 04/13/17 | (B100.B170) | Emails and further analysis re Duff & Phelps fees. | REG | 0.40 | 232.00 |
| 04/13/17 | (B100.B170) | Call with C. Cabello re same. | REG | 0.10 | 58.00 |
| 04/13/17 | (B100.B170) | Update call with Kirkland re same. | REG | 0.10 | 58.00 |

| DATE | | | TMKR | HOURS | AMOUNT |
|----------|--------------|--|------|-------|--------|
| 04/13/17 | (B200.B230) | Call with Koley Jesson re lien and loan document review and meeting with Debtors re same. | REG | 0.30 | 174.00 |
| 04/13/17 | (B100.B150) | Communications with committee re meeting and prepare for same. | REG | 0.40 | 232.00 |
| 04/13/17 | (B100.B160) | Prepare and file Retention Application for Frost Brown Todd per A. Webb. | RGB | 0.50 | 70.00 |
| 04/13/17 | (B100.B160) | Prepare and file Retention Application for Province, Inc. per A. Webb. | RGB | 0.40 | 56.00 |
| 04/14/17 | (B100.B150) | Prepare for and participate in Committee status/update call (.7); review and respond to Province emails re additional update information (.2). | DLL | 0.90 | 517.50 |
| 04/14/17 | (B100.B110) | Emails re DSW issues and 9019. | REG | 0.30 | 174.00 |
| 04/14/17 | (B100.B110) | Attention to emails with Kirkland re case status and related issues and follow up re same. | REG | 0.30 | 174.00 |
| 04/14/17 | (B100.B160) | Attention to professionals retention issues and email with Koley re same. | REG | 0.30 | 174.00 |
| 04/14/17 | (B100.B150) | Attention to issues re committee meeting, agenda and related committee issues. | REG | 0.50 | 290.00 |
| 04/14/17 | (B100.B110) | Emails with Province re case status and strategy issues and follow up re same. | REG | 0.40 | 232.00 |
| 04/14/17 | (B100.B110) | Emails with counsel for lenders, S. Fox, re hearing and related issue update. | REG | 0.10 | 58.00 |
| 04/15/17 | (B100.B160) | Attention to proposed orders to retention applications. | AJW | 0.20 | 44.00 |
| 04/17/17 | (B100.B160) | Attention to email from R. Gold re monthly fee statement; review Interim Compensation Procedures Order. | EPS | 0.20 | 51.00 |
| 04/17/17 | (B100.B110) | Attention to issues re DSW 9019 settlement motion re DSW claims. | REG | 0.50 | 290.00 |
| 04/17/17 | (B100.B110) | Attention to emails and follow up issues with Province re case issues and strategies. | REG | 0.40 | 232.00 |
| 04/18/17 | (B100.B160) | Attention to open issues re monthly fee statement; phone call with R. Gold re same. | EPS | 0.20 | 51.00 |
| 04/18/17 | (B100.B110) | Extended call with counsel for Debtors re open and go forward issues. | REG | 0.70 | 406.00 |
| 04/18/17 | (B100.B110) | Follow up with Province re call with counsel for Debtors and discussion of open and go forward issues and attention to related issues. | REG | 0.90 | 522.00 |
| 04/18/17 | (B100.B185) | Review filings re leases designated for assumption. | REG | 0.20 | 116.00 |
| 04/19/17 | (B100.B110) | Review bar date motion and amended OCP list (0.6); communications with FBT and Committee re suggested revisions to same (0.6). | AJW | 1.20 | 264.00 |

| DATE | | TMKR | HOURS | AMOUNT |
|----------|---|------|-------|--------|
| 04/19/17 | (B100.B110) Conference with A. Webb re potential revisions to bar date notice and order re time period to assert rejection damage claims and removal of deadline to assert premises liability claims (.2); review bar date notice re same (.3); review and respond to emails re same (.3). | DLL | 0.80 | 460.00 |
| 04/19/17 | (B100.B150) Review Committee update/status report. | DLL | 0.20 | 115.00 |
| 04/19/17 | (B100.B150) Email update with UCC. | REG | 0.30 | 174.00 |
| 04/19/17 | (B100.B110) Extended call with B. Koenig re 341 meeting, interview with senior management and case issues. | REG | 0.70 | 406.00 |
| 04/19/17 | (B100.B185) Attention to proposed assignment order and call and email with L. Peters re same. | REG | 0.60 | 348.00 |
| 04/19/17 | (B100.B185) Call with counsel for GGP re assignment process. | REG | 0.20 | 116.00 |
| 04/19/17 | (B100.B185) Call with counsel for NPR re assignment issues and process. | REG | 0.20 | 116.00 |
| 04/19/17 | (B100.B110) Emails with CTG and Province re retention of A&G. | REG | 0.30 | 174.00 |
| 04/19/17 | (B100.B110) Review of revised ordinary course retention filing. | REG | 0.30 | 174.00 |
| 04/19/17 | (B100.B110) Review, emails and call with counsel for Debtors re bar date motion. | REG | 0.40 | 232.00 |
| 04/20/17 | (B100.B150) Communicate with Committee re supplemental assumption notices (.3); communicate with committee re KERP motion (0.4). | AJW | 0.70 | 154.00 |
| 04/20/17 | (B100.B185) Review supplemental notices of assumption. | AJW | 0.20 | 44.00 |
| 04/20/17 | (B200.B220) Review and comment on Debtors' KERP motion. | AJW | 1.40 | 308.00 |
| 04/20/17 | (B100.B150) Review Committee update re potential lease sale, bar date motion and 341 meeting update. | DLL | 0.20 | 115.00 |
| 04/20/17 | (B100.B185) Review and respond to R. Gold email re review of First Order approving post-closing assumption and Committee position re same. | DLL | 0.20 | 115.00 |
| 04/20/17 | (B200.B220) Review draft of KERP motion, motion to seal and exhibits (.6); emails to Province re review of same and comparison to KERPs in other cases (.3) review Province analysis (.3); emails to A. Webb re review of motion and communication to Committee re same (.3). | DLL | 1.50 | 862.50 |
| 04/20/17 | (B100.B110) Review update and analysis from B. Koenig re 341 meeting and interview with Debtor executive team re Wells Fargo and Comenity Bank (.4); email to B. Koenig re Comenity Bank issues (.2). | DLL | 0.60 | 345.00 |
| 04/20/17 | (B100.B160) Review and update pro forma in connection with first monthly fee statement. | EPS | 1.90 | 484.50 |
| 04/20/17 | (B100.B160) Phone call with C. Cabello re fee statement. | EPS | 0.10 | 25.50 |
| 04/20/17 | (B100.B185) Attention to calls and emails with L. Peters and Province re lease assignment issues and in particular, cure and year end reconciliation issues. | REG | 0.90 | 522.00 |
| 04/20/17 | (B100.B110) Attention to issues re record retention. | REG | 0.40 | 232.00 |
| 04/20/17 | (B100.B110) Call and email with L. Peters re same. | REG | 0.30 | 174.00 |

| DATE | | | TMKR | HOURS | AMOUNT |
|----------|--------------|--|------|-------|--------|
| 04/20/17 | (B100.B110) | Call and emails with Province re same. | REG | 0.30 | 174.00 |
| 04/21/17 | (B100.B110) | Review administrative motions drafted by Debtors (1.7); communicate with Debtors' counsel re suggested revisions to same (0.5). | AJW | 2.20 | 484.00 |
| 04/21/17 | (B200.B220) | Final review of KERP motion, motion to seal and proposed order (.9); emails to L. Peters re Committee consent to relief requested in KERP motion (.4). | DLL | 1.30 | 747.50 |
| 04/21/17 | (B100.B160) | Draft FBT's monthly fee statement. | EPS | 1.60 | 408.00 |
| 04/21/17 | (B100.B185) | Attention to final revisions re lease assignment motion and emails re same. | REG | 0.40 | 232.00 |
| 04/21/17 | (B100.B185) | Attention to landlord calls re assignment issues. | REG | 0.40 | 232.00 |
| 04/21/17 | (B100.B185) | Attention to review and comment to lease rejection procedures motion and call with L. Peters re same and emails re same. | REG | 0.90 | 522.00 |
| 04/21/17 | (B100.B110) | Attention to final review and issues re bar date motion and email and calls with counsel re same. | REG | 0.90 | 522.00 |
| 04/21/17 | (B100.B110) | Call with B. Weiland re update issues and email to Province re same. | REG | 0.30 | 174.00 |
| 04/22/17 | (B100.B110) | Review six administrative motions filed by the Debtors. | AJW | 1.60 | 352.00 |
| 04/22/17 | (B100.B110) | Communicate with Creditors' Committee re six administrative motions filed. | AJW | 0.60 | 132.00 |
| 04/24/17 | (B100.B110) | Review recent filings by Debtors. | AJW | 0.30 | 66.00 |
| 04/24/17 | (B100.B120) | Review data room for D&O and other insurance policy issues (.3); review D&O riders (.6). | DLL | 0.90 | 517.50 |
| 04/24/17 | (B100.B160) | Continue to work on monthly fee statement. | EPS | 0.70 | 178.50 |
| 04/24/17 | (B100.B110) | Attention to court filings re hearings on motions filed by Debtors. | REG | 0.30 | 174.00 |
| 04/24/17 | (B100.B120) | Review Kooley Jesson retention app. | REG | 0.30 | 174.00 |
| 04/24/17 | (B100.B130) | Call with counsel for Brixmor re sale issues. | REG | 0.10 | 58.00 |
| 04/24/17 | (B100.B130) | Emails with G. Saydah, counsel for DDR, re sale issues. | REG | 0.10 | 58.00 |
| 04/25/17 | (B100.B170) | Communications re Duff & Phelps fees and potential issues thereto. | AJW | 0.30 | 66.00 |
| 04/25/17 | (B100.B120) | Telephone conference and email with Comenity Bank counsel re settlement proposal and related issues. | DLL | 0.40 | 230.00 |
| 04/25/17 | (B100.B120) | Review Data Room re insurance policies and analysis of potential litigation claims. | DLL | 1.50 | 862.50 |
| 04/25/17 | (B100.B160) | Attention to review of FBT pro forma. | REG | 0.30 | 174.00 |
| 04/25/17 | (B100.B170) | Emails and attention to issues re Duff & Phelps fee application issues. | REG | 0.30 | 174.00 |

| DATE | | | TMKR | HOURS | AMOUNT |
|----------|--------------|--|------|-------|----------|
| 04/25/17 | (B100.B185) | Attention to review of entered order re leases assumed and assigned. | REG | 0.10 | 58.00 |
| 04/25/17 | (B100.B150) | Attention to update email with Province. | REG | 0.20 | 116.00 |
| 04/26/17 | (B100.B120) | Draft and send email to B. Koenig re Comenity Bank status (.2); review and respond to emails re same (.2); email to Comenity Bank counsel re status (.2). | DLL | 0.60 | 345.00 |
| 04/26/17 | (B100.B110) | Review Data Room re insurance documents, dividend document, Alix Partners analysis, and Duff & Phelps analysis (.8); review documents re same (.7). | DLL | 1.50 | 862.50 |
| 04/26/17 | (B100.B160) | Continue to work on fee statement. | EPS | 0.30 | 76.50 |
| 04/26/17 | (B100.B150) | Call with counsel for Duff & Phelps re fee app issues. | REG | 0.30 | 174.00 |
| 04/26/17 | (B100.B185) | Review emails and revised drafts re issues re lease rejection motion. | REG | 0.50 | 290.00 |
| 04/26/17 | (B100.B110) | Extended calls with C. Cabello of Province re case issues. | REG | 0.30 | 174.00 |
| 04/26/17 | (B100.B110) | Extended call with B. Weiland of Kirkland re case issues. | REG | 0.40 | 232.00 |
| 04/27/17 | (B100.B170) | Receipt and review of Epiq March invoice. | AJW | 0.20 | 44.00 |
| 04/27/17 | (B100.B150) | Communicate with Committee professionals re Epiq March invoice. | AJW | 0.20 | 44.00 |
| 04/27/17 | (B100.B110) | Review due diligence data room re retention of documents for claims review and review of potential actions (.6); conference in with R. Gold re same (.3); several conference calls with Electronic Discovery group re recovery and retention of data room documents (.7); emails to Electronic Discovery group re same (.3). | DLL | 1.90 | 1,092.50 |
| 04/27/17 | (B100.B160) | Continue to work on FBT's first monthly fee statement. | EPS | 0.60 | 153.00 |
| 04/27/17 | (B100.B160) | Attention to issues re FBT monthly fee statement. | REG | 0.50 | 290.00 |
| 04/27/17 | (B100.B170) | Review Epiq March statement and email with Province re same. | REG | 0.30 | 174.00 |
| 04/27/17 | (B300.B310) | Call from attorney M. Schaffer re administrative priority or 503(b)(9) claim of client. | REG | 0.20 | 116.00 |
| 04/27/17 | (B100.B185) | Call with I. Gold re stub rent and related case issues. | REG | 0.30 | 174.00 |
| 04/27/17 | (B100.B185) | Follow up call with L. Peters re same. | REG | 0.20 | 116.00 |
| 04/28/17 | (B100.B185) | Review assumption and assignment notices filed by Debtors (0.6); attention to status of hearing on lease rejection procedures (0.2). | AJW | 0.80 | 176.00 |
| 04/28/17 | (B100.B150) | Communicate with Committee re recent filings by Debtors. | AJW | 0.60 | 132.00 |
| 04/28/17 | (B100.B110) | Several conference calls and emails with Electronic Data Discovery group re retention of data room documents and search abilities for investigation purposes. | DLL | 1.10 | 632.50 |
| 04/28/17 | (B100.B120) | Telephone conference with Comenity Bank counsel re status of settlement discussions (.2); email re same (.2). | DLL | 0.40 | 230.00 |

May 26, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11108822

| DATE | | | TMKR | HOURS | AMOUNT |
|----------|--------------|---|------|---------------|--------------------|
| 04/28/17 | (B300.B320) | Review draft plan provided by Kirkland. | REG | 1.10 | 638.00 |
| 04/28/17 | (B100.B185) | Review notices re assumption of leases and emails re same. | REG | 0.40 | 232.00 |
| 04/28/17 | (B100.B160) | Work re FBT monthly fee statement. | REG | 0.30 | 174.00 |
| 04/28/17 | (B100.B170) | Attention to issues re Duff & Phelps fees and call with counsel re same. | REG | 0.60 | 348.00 |
| 04/28/17 | (B100.B170) | Work re Epic March fees. | REG | 0.20 | 116.00 |
| 04/28/17 | (B100.B110) | Extended call with P. Huygens of Province re case issues and follow up re same. | REG | 0.80 | 464.00 |
| 04/28/17 | (B100.B110) | Email with L. Peters re bar date motion. | REG | 0.10 | 58.00 |
| 04/29/17 | (B100.B160) | Draft Province's first monthly fee statement. | EPS | 1.70 | 433.50 |
| | | | | 148.10 | \$72,413.50 |

PERSONNEL FEE SUMMARY

| INIT | NAME | RANK | HOURS | RATE | AMOUNT |
|------|------------------|----------------|---------------|--------|--------------------|
| REG | Gold, Ronald E | Member | 66.70 | 580.00 | 38,686.00 |
| DLL | Lutz, Douglas L. | Member | 43.70 | 575.00 | 25,127.50 |
| AJW | Webb, Adam J | Associate | 26.00 | 220.00 | 5,720.00 |
| EPS | Severini, Erin P | Staff Attorney | 10.80 | 255.00 | 2,754.00 |
| RGB | Bublitz, Rudy G | Paralegal | 0.90 | 140.00 | 126.00 |
| | TOTAL | | 148.10 | | \$72,413.50 |

ITEMIZED COSTS

| DATE | | DESCRIPTION | AMOUNT |
|----------|----------|--|--------|
| 03/22/17 | Air Fare | Airfare - D Lutz - Airfare from Cincinnati, OH to Omaha, NE for client March 28-31, 2017. | 954.60 |
| 03/28/17 | Meals | Hotel - Lunch - D Lutz - Lunch at hotel in Omaha, NE March 28, 2017 | 6.00 |
| 03/28/17 | Lodging | Lodging - D Lutz - Lodging in in Omaha, NE for client March 28-29, 2017 | 306.29 |
| 03/30/17 | Lodging | Lodging - D Lutz - Hotel expenses in Omaha, NE for client March 29-30, 2017. | 306.29 |
| 03/31/17 | Meals | Dinner - D Lutz - Dinner March 30, 2017 Douglas L. Lutz, Ronald E Gold, Adam J (A.J.) Webb | 188.85 |
| 03/31/17 | Lodging | Lodging - D Lutz - Hotel March 30-31, 2017 | 184.48 |
| 03/31/17 | Parking | Parking - D Lutz - Parking at airport for client March 28-31, 2017. | 60.00 |

May 26, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11108822

| DATE | | DESCRIPTION | AMOUNT |
|----------|--------------|---|--------|
| 04/01/17 | Air Fare | Airfare - R Gold - Gordmans Sale Hearing | 816.60 |
| 04/01/17 | Air Fare | Airfare - D Lutz - Airfare for client meetings held in Omaha, NE | 566.56 |
| 04/04/17 | Meals | Dinner - R Gold - Gordmans Sale Hearing | 32.00 |
| 04/06/17 | Meals | Dinner - R Gold - Gordmans Sale Hearing | 16.34 |
| 04/06/17 | Air Fare | Airfare - R Gold - Gordmans Sale Hearing | 447.20 |
| 04/06/17 | Taxi Service | Taxi - D Lutz - Cab (Happy Cab) from hotel to airport for client meetings/hearing on April 4-6, 2017. | 20.00 |
| 04/06/17 | Lodging | Lodging - R Gold - Gordmans Sale Hearing | 413.94 |
| 04/06/17 | Lodging | Lodging - D Lutz - Hotel for client meetings/hearing on April 4-5, 2017. | 206.97 |
| 04/06/17 | Lodging | Lodging - D Lutz - Hotel for client meetings/hearing on April 5-6, 2017. | 149.01 |
| 04/06/17 | Parking | Parking - D Lutz - Parking at airport for client meetings/hearing on April 4-6, 2017. | 33.00 |
| 04/07/17 | Taxi Service | Car Service - R Gold - Gordmans Sale Hearing | 23.95 |
| 04/07/17 | Lodging | Lodging - R Gold - Gordmans Sale Hearing | 187.36 |
| 04/09/17 | Taxi Service | Taxi - R Gold - Gordmans Sale Hearing | 26.00 |
| 04/09/17 | Parking | Parking - R Gold - Gordmans Sale Hearing | 90.00 |

SUMMARIZED COSTS

| DESCRIPTION | QTY | PER UNIT | TOTAL |
|----------------------------|--------|----------|----------------|
| Reproductions | 378.00 | 0.10 | 37.80 |
| Pacer | 7.00 | 0.15 | 1.05 |
| Reproductions Duplex | 84.00 | 0.08 | 6.72 |
| Color Reproductions Duplex | 73.00 | 0.25 | 18.25 |
| Spiral Binding | 1.00 | 1.50 | 1.50 |
| TOTAL | | | \$65.32 |

TOTAL COSTS **\$5,100.76**

Frost Brown Todd^{LLC}

ATTORNEYS

P.O. Box 5716
Cincinnati, OH 45201-5716
(513) 651-6800
Facsimile (513) 651-6981
www.frostbrowntodd.com

Official Committee of Unsecured Creditors of Gordmans
Stores, Inc.
Attn: Jeffrey N. Pomerantz
10100 Santa Monica Boulevard, 11th Floor
Los Angeles, CA 90067-4100

FED. ID# 61-0722001
June 22, 2017
Invoice # 11114110
Account # 0135890.0646308

REGARDING: Gordmans Stores Chapter 11 Cases

| | |
|---|-----------------|
| For Professional Services Rendered Through May 31, 2017 | \$39,133.00 |
| Other Charges Through May 31, 2017 | <u>\$382.77</u> |

| | |
|---------------------------|---------------------------|
| TOTAL THIS INVOICE | <u>\$39,515.77</u> |
|---------------------------|---------------------------|

| | |
|--|-----------|
| Outstanding Invoices (see page 2 for details - if already paid please disregard) | 42,388.80 |
|--|-----------|

| | |
|--|---------------------------|
| Total Amount Due (Includes Outstanding Invoices) | <u>\$81,904.57</u> |
|--|---------------------------|

| | <u>*Matter Invoiced Totals</u> | |
|---------------|--------------------------------|------------------------|
| | <u>Year-To-Date</u> | <u>Since Inception</u> |
| Fees | 211,944.00 | 211,944.00 |
| Other Charges | <u>12,431.96</u> | <u>12,431.96</u> |
| TOTAL | \$224,375.96 | \$224,375.96 |

*Totals do not include amounts from current invoice.

THANK YOU
PAYMENT APPRECIATED WITHIN 30 DAYS
PLEASE INCLUDE YOUR INVOICE NUMBER ON CHECK

June 22, 2017

Gordmans Stores Chapter 11 Cases

Account # 0135890.0646308

Invoice # 11114110

RECAP OF OUTSTANDING INVOICES

| Invoice Date | Invoice Number | Balance |
|--------------|----------------|--------------------|
| 04/30/17 | 11103075 | 27,906.10 |
| 05/30/17 | 11108822 | 14,482.70 |
| | TOTAL | \$42,388.80 |

PHASE & TASK SUMMARY

| PHASE | TASK | DESCRIPTION | HOURS | AMOUNT |
|--------------|-------------|--|--------------|--------------------|
| B100 | B110 | Case Administration | 18.00 | 7,396.00 |
| B100 | B120 | Asset Analysis and Recovery | 44.00 | 17,589.00 |
| B100 | B130 | Asset Disposition | 0.90 | 522.00 |
| B100 | B150 | Meetings of and Communications with Creditors | 4.30 | 1,428.00 |
| B100 | B160 | Fee/Employment Applications | 14.60 | 5,443.50 |
| B100 | B180 | Avoidance Action Analysis | 0.50 | 290.00 |
| B100 | B185 | Assumption/Rejection of Leases and Contracts | 0.70 | 262.00 |
| | | TOTAL | 83.00 | \$32,930.50 |
| | | | | |
| B200 | B230 | Financing/Cash Collections | 0.60 | 348.00 |
| | | TOTAL | 0.60 | \$348.00 |
| | | | | |
| B300 | B310 | Claims Administration and Objections | 0.40 | 230.00 |
| B300 | B320 | Plan and Disclosure Statement(including Business | 11.40 | 5,624.50 |
| | | TOTAL | 11.80 | \$5,854.50 |
| | | | | |
| E100 | E101 | Copying | | 189.40 |
| E100 | E107 | Delivery services/Messengers | | 121.68 |
| E100 | E108 | Postage | | 71.69 |
| | | TOTAL | 0.00 | \$382.77 |

ITEMIZED SERVICES

| DATE | | TMKR | HOURS | AMOUNT |
|----------|--|------|-------|--------|
| 05/01/17 | (B100.B120) Conference call with Comenity Bank counsel re status of response to settlement offer (.3); follow up emails re same (.4). | DLL | 0.70 | 402.50 |
| 05/01/17 | (B100.B160) Phone call with C. Cabello re fee statement. | EPS | 0.10 | 25.50 |
| 05/01/17 | (B100.B160) Continue to work on fee statements for FBT and Province. | EPS | 0.40 | 102.00 |
| 05/01/17 | (B100.B160) Emails with Kutak and Province re Epiq monthly fee statement. | REG | 0.40 | 232.00 |
| 05/02/17 | (B100.B110) Review insurance documents in data room re D&O policy information (.9); review information on claims in data room (.7). | DLL | 1.60 | 920.00 |
| 05/02/17 | (B200.B230) Review C. Cabello email and issues re financial model update questions and issues. | REG | 0.20 | 116.00 |
| 05/02/17 | (B100.B160) Email with UCC chairs and advisors re Duff & Phelps. | REG | 0.20 | 116.00 |
| 05/02/17 | (B100.B160) Call with counsel for Duff & Phelps re same. | REG | 0.10 | 58.00 |
| 05/03/17 | (B100.B180) Emails from ASK and attention to issues re potential avoidance actions. | REG | 0.40 | 232.00 |
| 05/04/17 | (B100.B120) Telephone conference and follow up emails with Comenity Bank counsel re status of settlement proposal. | DLL | 0.40 | 230.00 |
| 05/04/17 | (B100.B110) Telephone conferences and emails with FBT electronic data discovery group re ability to search data room documents (.5); review data room documents re same (.3). | DLL | 0.80 | 460.00 |
| 05/04/17 | (B100.B160) Continue to work on and finalize FBT and Province monthly fee statements. | EPS | 0.30 | 76.50 |
| 05/04/17 | (B100.B120) Attention to emails from Province re document request issues and financial oversight issues. | REG | 0.40 | 232.00 |
| 05/04/17 | (B100.B120) Attention to issues re document production request and analysis re dividend recapitalization investigation. | REG | 1.00 | 580.00 |
| 05/05/17 | (B100.B110) Review orders entered by Bankruptcy Court with respect to procedural motions filed by Debtors, notice of assumption and assignment, and notice of rejection. | AJW | 0.60 | 132.00 |
| 05/05/17 | (B100.B150) Communicate with Committee re Bankruptcy Court orders on procedural motions filed by Debtors, as well as bar date motion, notice of assumption, and notice of rejection (0.5); additional communications with individual committee members re same (0.2). | AJW | 0.70 | 154.00 |
| 05/05/17 | (B100.B180) Call with B. Underhall of ASK. | REG | 0.10 | 58.00 |
| 05/05/17 | (B100.B110) Call with L. Peters of Kutak re miscellaneous matters, including bar date order, fee applications and procedures for handling cure payments. | REG | 0.30 | 174.00 |
| 05/05/17 | (B100.B160) Review email and attachments from counsel for Duff & Phelps. | REG | 0.60 | 348.00 |
| 05/05/17 | (B100.B110) Review entered orders. | REG | 0.20 | 116.00 |

| DATE | | | TMKR | HOURS | AMOUNT |
|----------|--------------|--|------|-------|----------|
| 05/05/17 | (B100.B110) | Emails with Province re data requests and financial reporting issues and inventory update. | REG | 0.20 | 116.00 |
| 05/08/17 | (B100.B110) | Review orders entered with respect to Debtors' procedural motions. | AJW | 0.60 | 132.00 |
| 05/08/17 | (B100.B150) | Communicate with Committee re orders entered by Bankruptcy Court on Debtor's procedural motions. | AJW | 0.40 | 88.00 |
| 05/08/17 | (B100.B160) | Finalize and file monthly fee statements for Province and FBT. | EPS | 0.50 | 127.50 |
| 05/08/17 | (B100.B160) | Briefly review monthly fee statements for Debtors' counsel. | EPS | 0.20 | 51.00 |
| 05/08/17 | (B100.B150) | Send email to Committee members re monthly fee statements and objection procedure. | EPS | 0.30 | 76.50 |
| 05/08/17 | (B100.B160) | Attention to issues re March fee statements and review re same. | REG | 1.00 | 580.00 |
| 05/08/17 | (B100.B110) | Attention to emails and issues re budget and projected end cash. | REG | 1.00 | 580.00 |
| 05/09/17 | (B100.B160) | Analyze Duff & Phelps hourly fees and time entries. | AJW | 1.30 | 286.00 |
| 05/09/17 | (B100.B110) | Extended call with P. Huygens re case issue and update. | REG | 0.40 | 232.00 |
| 05/09/17 | (B100.B150) | Review Province financial update report to the UCC and email with C. Cabello re same. | REG | 0.40 | 232.00 |
| 05/09/17 | (B100.B160) | Attention to issues re Duff & Phelps fee application. | REG | 0.50 | 290.00 |
| 05/09/17 | (B100.B160) | Follow up re issues re Duff & Phelps fee application issues. | REG | 0.50 | 290.00 |
| 05/09/17 | (B200.B230) | Attention to issues re Koley letter to S. Fox and follow up re same. | REG | 0.40 | 232.00 |
| 05/09/17 | (B100.B185) | Attention to issues re lease assumptions and communications with UCC members re same. | REG | 0.30 | 174.00 |
| 05/09/17 | (B100.B150) | Attention to issues re committee update. | REG | 0.30 | 174.00 |
| 05/10/17 | (B300.B320) | Review and revise chapter 11 plan. | AJW | 0.40 | 88.00 |
| 05/10/17 | (B100.B120) | Email to B. Koenig re Comenity Bank status (.1); review and reply to B. Koenig re same (.1). | DLL | 0.20 | 115.00 |
| 05/10/17 | (B300.B320) | Review R. Gold revisions to draft plan. | DLL | 0.50 | 287.50 |
| 05/10/17 | (B300.B320) | Call with P. Huygens and C. Cabello re plan document. | REG | 0.30 | 174.00 |
| 05/10/17 | (B300.B320) | Review and mark up of draft plan. | REG | 1.80 | 1,044.00 |
| 05/11/17 | (B100.B110) | Review and revise motion to limit information sharing (0.8); communicate with FBT and Koley re same (0.2); attention to issues re certificate of service requirements (0.3). | AJW | 1.30 | 286.00 |
| 05/11/17 | (B100.B110) | Review cash analysis from Province. | DLL | 0.40 | 230.00 |
| 05/11/17 | (B300.B320) | Review draft chapter 11 plan. | DLL | 0.60 | 345.00 |

| DATE | | | TMKR | HOURS | AMOUNT |
|----------|--------------|--|------|-------|--------|
| 05/11/17 | (B100.B110) | Attention to issues re and discuss with A. Webb motion for an order clarifying procedures for providing access to confidential information. | EPS | 0.40 | 102.00 |
| 05/11/17 | (B300.B320) | Attention to issues re review and comment to draft plan provided by K&E and email re same. | REG | 1.60 | 928.00 |
| 05/11/17 | (B100.B110) | Attention to issues re motion to clarify access. | REG | 0.20 | 116.00 |
| 05/11/17 | (B100.B110) | Review filings. | REG | 0.20 | 116.00 |
| 05/11/17 | (B100.B130) | Attention to emails and issues re final inventory and follow up re same. | REG | 0.40 | 232.00 |
| 05/12/17 | (B100.B110) | Finalize motion to limit information sharing (0.8); communicate with R. Bublitz re filing and serving same (0.1). | AJW | 0.90 | 198.00 |
| 05/12/17 | (B100.B150) | Communicate with Committee re recent filings and upcoming deadlines. | AJW | 0.60 | 132.00 |
| 05/12/17 | (B100.B110) | Receipt and review of recent procedural filings by the Debtors. | AJW | 0.80 | 176.00 |
| 05/12/17 | (B300.B320) | Research issues re third party releases and exculpation pursuant to chapter 11 plan. | AJW | 1.20 | 264.00 |
| 05/12/17 | (B300.B320) | Review proposed revisions to plan and disclosure statement (.8); review and respond to emails re release/exculpation provisions of plan (.4). | DLL | 1.20 | 690.00 |
| 05/12/17 | (B100.B110) | Attention to case filings and entered orders. | REG | 0.30 | 174.00 |
| 05/12/17 | (B300.B320) | Attention to emails from co-counsel and comments re plan and attention to review of same and revised draft re same. | REG | 1.10 | 638.00 |
| 05/12/17 | (B100.B160) | Attention to Duff & Phelps fee issues. | REG | 0.20 | 116.00 |
| 05/12/17 | (B100.B110) | Prepare and file Motion and Notice for Order Clarifying Access to Information per A. Webb. | RGB | 0.50 | 70.00 |
| 05/12/17 | (B100.B110) | Edit Master Service List and coordinate service of Motion and Notice for Order Clarifying Access to Information per A. Webb. | RGB | 1.10 | 154.00 |
| 05/13/17 | (B300.B320) | Research issues re third party releases and exculpation pursuant to chapter 11 plan. | AJW | 1.10 | 242.00 |
| 05/15/17 | (B100.B110) | Finalize service issues re motion to clarify information sharing procedures. | AJW | 0.30 | 66.00 |
| 05/15/17 | (B100.B120) | Review data room information and documents re D&O insurance policy issues and review (.8); review D&O summary from Marsh (.4); review D&O and related insurance policy binder information (.3); email to R. Gold re same (.2). | DLL | 1.70 | 977.50 |
| 05/15/17 | (B300.B320) | Conference call with R. Gold and Province re plan status and release issues (.4); review draft document request from Province (.4). | DLL | 0.80 | 460.00 |
| 05/15/17 | (B100.B160) | Emails re Duff & Phelps fees. | REG | 0.20 | 116.00 |

| DATE | | | TMKR | HOURS | AMOUNT |
|----------|--------------|---|------|-------|----------|
| 05/15/17 | (B100.B110) | Attention to issues re document retention and storage of business records. | REG | 0.50 | 290.00 |
| 05/15/17 | (B100.B110) | Attention to Province emails and issues re transition issues. | REG | 0.40 | 232.00 |
| 05/15/17 | (B100.B110) | Attention to document request issues re debtor business records. | REG | 0.40 | 232.00 |
| 05/15/17 | (B100.B110) | Call with B. Weiland of K & E. | REG | 0.20 | 116.00 |
| 05/15/17 | (B100.B110) | Draft and file certificate of service per A. Webb. | RGB | 0.40 | 56.00 |
| 05/16/17 | (B100.B110) | Review and revise data/document request from Province. | DLL | 0.80 | 460.00 |
| 05/16/17 | (B100.B120) | Review data room documents and information re Sun Capital and issues re dividend (.8); review and respond to R. Gold emails re same (.2). | DLL | 1.00 | 575.00 |
| 05/16/17 | (B100.B110) | Attention to review of document request and supplement same and analysis re same. | REG | 0.80 | 464.00 |
| 05/17/17 | (B100.B120) | Review Gordmans public filings and news re Sun Capital dividend recapitalization (1.1); emails to R.Gold and B. Koenig re same (.1). | DLL | 1.20 | 690.00 |
| 05/17/17 | (B100.B120) | Conference call with R. Gold and B. Koenig re Province document request issues and claim investigation issues (.5); draft and respond to email from C. Cabello re document request for D&O insurance policies (.4); conference call with L. Peters re request for copies of D&O policies (.3); draft and send email to L. Peters re same (.4). | DLL | 1.60 | 920.00 |
| 05/17/17 | (B100.B120) | Call with FBT and Koley reinvestigation issues and strategies. | REG | 0.30 | 174.00 |
| 05/17/17 | (B100.B120) | Send C. Cabello follow up email re documents re same. | REG | 0.10 | 58.00 |
| 05/18/17 | (B100.B120) | Review issues related to potential causes of action against officers and directors. | AJW | 0.50 | 110.00 |
| 05/18/17 | (B100.B120) | Review statute of limitations research re Delaware breach of fiduciary duty and unlawful dividend law (.8); review standards for breach of fiduciary duty and unlawful dividend under Delaware law (.8); draft and send summary email to B. Koenig and R. Gold re same for investigation purposes (.5); emails to A. Webb re additional research issues (.3). | DLL | 2.40 | 1,380.00 |
| 05/18/17 | (B100.B120) | Review email and attachments from B. Koenig re Gordmans Board of Directors timeline and decisions re dividends and other insider transfers (.6); review emails from B. Koenig re Gordmans World HQ issue (.3). | DLL | 0.90 | 517.50 |
| 05/19/17 | (B100.B110) | Review pleadings filed in case by Debtors for impact on UCC. | AJW | 1.10 | 242.00 |
| 05/19/17 | (B100.B150) | Communicate with Committee re recently filed pleadings by Debtors. | AJW | 0.40 | 88.00 |
| 05/19/17 | (B100.B120) | Review and revise document request list re investigation (.6); review B. Koenig emails with D&O timeline and D&O listing (.5); emails to Province re document production status (.4); conference in with A. Webb re research issues for investigation (.3). | DLL | 1.80 | 1,035.00 |

| DATE | | | TMKR | HOURS | AMOUNT |
|----------|--------------|--|------|-------|--------|
| 05/19/17 | (B100.B160) | Call with counsel for Duff & Phelps re resolution and email from counsel re same. | REG | 0.10 | 58.00 |
| 05/19/17 | (B100.B150) | Update UCC re same. | REG | 0.10 | 58.00 |
| 05/19/17 | (B100.B150) | Review UCC update re new filings. | REG | 0.20 | 116.00 |
| 05/22/17 | (B100.B120) | Review B. Koenig emails re SEC filings and list/summary of director relevant dates (.4); conference call with R. Gold and B. Koenig re preparation and status of D&O investigation (.6); conference with A. Webb re research issues for D&O investigation and potential claims (.2); draft and send email to Province re document request status (.2); review and respond to email re same (.2). | DLL | 1.60 | 920.00 |
| 05/22/17 | (B100.B120) | Call re investigation issues and follow up re specific issues of review. | REG | 0.80 | 464.00 |
| 05/22/17 | (B100.B160) | Attention to April FBT fee statement issues. | REG | 0.20 | 116.00 |
| 05/23/17 | (B100.B120) | Conference with and emails to A. Webb re investigation research issues (.4); review breach of duty and unlawful dividend statute of limitation research (.5); review Province document request (.4); emails to Province re status of request for information (.3). | DLL | 1.60 | 920.00 |
| 05/23/17 | (B100.B160) | Review April pro forma. | EPS | 1.10 | 280.50 |
| 05/23/17 | (B100.B160) | Draft and file certificates of no objection. | EPS | 0.30 | 76.50 |
| 05/23/17 | (B100.B160) | Attention to filings re March fee statements. | REG | 0.50 | 290.00 |
| 05/24/17 | (B100.B150) | Communicate with Committee re Gordmans bar date order. | AJW | 0.50 | 110.00 |
| 05/24/17 | (B100.B160) | Analyze issues re revised FBT retention application. | AJW | 0.90 | 198.00 |
| 05/24/17 | (B100.B120) | Review Province document request and B. Koenig directors listing and timeline in preparation for call with Debtor's counsel re investigation issues (.6); participate in conference call with Debtor's counsel re investigation issues (.3); follow up emails and conferences with R. Gold re same (.2). | DLL | 1.10 | 632.50 |
| 05/24/17 | (B100.B120) | Review email from L. Peters with D&O policies and conditions re use of same (.2); review tail policy documents and related information (.4); email to R. Gold re same (.2); review 2016-2017 main D&O policy (.4). | DLL | 1.20 | 690.00 |
| 05/24/17 | (B100.B160) | Work on supplemental declaration in support of retention application. | EPS | 0.90 | 229.50 |
| 05/24/17 | (B100.B160) | Email with counsel for Duff & Phelps . | REG | 0.10 | 58.00 |
| 05/24/17 | (B100.B110) | Call with K & E and Kutak re go forward case issues. | REG | 0.80 | 464.00 |
| 05/24/17 | (B100.B110) | Attention to filed claims and UCC reminder re 6-5 bar date. | REG | 0.30 | 174.00 |
| 05/24/17 | (B100.B130) | Email re Stage lease assumption update and follow up re same. | REG | 0.30 | 174.00 |
| 05/25/17 | (B100.B160) | Analyze issues re revised FBT retention application. | AJW | 0.30 | 66.00 |

| DATE | | | TMKR | HOURS | AMOUNT |
|----------|--------------|---|------|-------|--------|
| 05/25/17 | (B100.B120) | Research statute and cases re the improper issuance of dividends. | BMP | 0.70 | 122.50 |
| 05/25/17 | (B100.B120) | Research Delaware statutes and cases re waste claims. | BMP | 0.70 | 122.50 |
| 05/25/17 | (B100.B120) | Review 2012 to 2016 D&O policies (.6); review run-off endorsement invoice and binder (.2); emails to L. Peters re request for run-off endorsement (.3). | DLL | 1.10 | 632.50 |
| 05/25/17 | (B100.B120) | Conferences with M. Wagner, B. Parker and A. Webb re research issues for investigation (.6); emails to M. Wagner and B. Parker re research issues and meeting re same (.3). | DLL | 0.90 | 517.50 |
| 05/25/17 | (B100.B160) | Review FBT supplemental retention application (.2); email to R. Gold re same (.1). | DLL | 0.30 | 172.50 |
| 05/25/17 | (B100.B160) | Continue to work on supplemental declaration in support of retention application. | EPS | 0.40 | 102.00 |
| 05/25/17 | (B100.B160) | Work on FBT's second monthly fee statement. | EPS | 0.30 | 76.50 |
| 05/25/17 | (B100.B120) | Research re breach of fiduciary duty by a board of directors to creditors. | MRW | 1.20 | 210.00 |
| 05/25/17 | (B100.B110) | Call with B. Weiland of K & E. | REG | 0.10 | 58.00 |
| 05/25/17 | (B100.B120) | Follow up on issues re call and investigation of pre petition actions. | REG | 0.60 | 348.00 |
| 05/25/17 | (B100.B110) | Review case filings. | REG | 0.10 | 58.00 |
| 05/25/17 | (B100.B160) | Attention to emails and review of Epic April statement. | REG | 0.30 | 174.00 |
| 05/26/17 | (B100.B120) | Analysis of issues re potential claims against officers and directors. | AJW | 1.00 | 220.00 |
| 05/26/17 | (B100.B120) | Research meeting with D. Lutz, A. Webb, and M. Wagner (associate) re research project. | BMP | 0.50 | 87.50 |
| 05/26/17 | (B300.B310) | Review draft of omnibus claim objection procedure motion from Debtors' counsel. | DLL | 0.40 | 230.00 |
| 05/26/17 | (B100.B120) | Conference in with M. Wagner, B. Parker and A. Webb re research issues related to D&O investigation (.5); follow up emails re research issues (.3). | DLL | 0.80 | 460.00 |
| 05/26/17 | (B100.B160) | Work on and finalize second monthly fee statement. | EPS | 0.60 | 153.00 |
| 05/26/17 | (B100.B120) | Research re director and officer fiduciary duty to creditors. | MRW | 2.80 | 490.00 |
| 05/26/17 | (B300.B320) | Emails re potential plan administrator. | REG | 0.50 | 290.00 |
| 05/30/17 | (B100.B185) | Attention to status of assumption of designated rights leases. | AJW | 0.40 | 88.00 |
| 05/30/17 | (B100.B120) | Research cases re corporate waste claim. | BMP | 2.90 | 507.50 |
| 05/30/17 | (B100.B160) | Finalize and file FBT's fee statement. | EPS | 0.20 | 51.00 |
| 05/30/17 | (B100.B160) | Draft Province's second monthly fee statement. | EPS | 0.60 | 153.00 |
| 05/30/17 | (B100.B150) | Send email to Committee co-chairs re FBT fee statement. | EPS | 0.10 | 25.50 |

| DATE | | | TMKR | HOURS | AMOUNT |
|----------|--------------|---|------|--------------|--------------------|
| 05/30/17 | (B100.B160) | Phone call and emails with C. Cabello re Province's fee statement. | EPS | 0.10 | 25.50 |
| 05/30/17 | (B100.B120) | Review research and draft memo for A. Webb re fiduciary duties and equitable tolling. | MRW | 5.70 | 997.50 |
| 05/30/17 | (B100.B160) | Attention to FBT, Koley and Province monthly fee statements. | REG | 0.40 | 232.00 |
| 05/30/17 | (B300.B320) | Attention to email from D. Gottlieb re plan administrator proposal and CV. | REG | 0.30 | 174.00 |
| 05/31/17 | (B100.B160) | Review fee applications. | AJW | 0.30 | 66.00 |
| 05/31/17 | (B100.B120) | Draft memo re corporate waste. | BMP | 3.10 | 542.50 |
| 05/31/17 | (B100.B160) | Finalize and file Province's fee statement. | EPS | 0.20 | 51.00 |
| 05/31/17 | (B100.B120) | Review draft for A. Webb. | MRW | 0.40 | 70.00 |
| 05/31/17 | (B100.B130) | Call with L. Peters re Stage update and follow up re same. | REG | 0.20 | 116.00 |
| 05/31/17 | (B100.B120) | Attention to issues re investigation of pre-petition potential cases of action. | REG | 1.10 | 638.00 |
| 05/31/17 | (B100.B150) | Call with Chair of UCC re case issues. | REG | 0.30 | 174.00 |
| | | | | 95.40 | \$39,133.00 |

PERSONNEL FEE SUMMARY

| INIT | NAME | RANK | HOURS | RATE | AMOUNT |
|--------------|-------------------|----------------|--------------|--------|--------------------|
| REG | Gold, Ronald E | Member | 25.20 | 580.00 | 14,616.00 |
| DLL | Lutz, Douglas L. | Member | 27.60 | 575.00 | 15,870.00 |
| AJW | Webb, Adam J | Associate | 15.60 | 220.00 | 3,432.00 |
| EPS | Severini, Erin P | Staff Attorney | 7.00 | 255.00 | 1,785.00 |
| RGB | Bublitz, Rudy G | Paralegal | 2.00 | 140.00 | 280.00 |
| BMP | Parker, Bennett M | Summer Intern | 7.90 | 175.00 | 1,382.50 |
| MRW | Wagner, Matthew R | Summer Intern | 10.10 | 175.00 | 1,767.50 |
| TOTAL | | | 95.40 | | \$39,133.00 |

ITEMIZED COSTS

| DATE | | DESCRIPTION | AMOUNT |
|----------|-----------------------|---|--------|
| 05/08/17 | United Parcel Service | United Parcel Service -- Next Day Air to Jeffrey T. Wegner an, Kutak Rock LLP | 15.80 |
| 05/08/17 | United Parcel Service | United Parcel Service -- Next Day Air to Andy Hall and James, Gordmans Stores, Inc. | 15.80 |

June 22, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11114110

| DATE | | DESCRIPTION | AMOUNT |
|----------|-----------------------|--|--------|
| 05/08/17 | United Parcel Service | United Parcel Service -- Next Day Air to Brad Weiland and Jam, Kirkland & Ellis LLP | 12.05 |
| 05/08/17 | United Parcel Service | United Parcel Service -- Next Day Air to Steven Fox and Donal, Riemer Braunstein LLP | 14.83 |
| 05/08/17 | United Parcel Service | United Parcel Service -- Next Day Air to Jerry L. Jensen, US Trustee District of Nebr | 15.80 |
| 05/08/17 | United Parcel Service | United Parcel Service -- Next Day Air to Robert Gonderinger, Croker Huck Kasher DeWitt A | 15.80 |
| 05/08/17 | United Parcel Service | United Parcel Service -- Next Day Air to Jeffrey M. Wolf, Greenberg Traurig, LLP | 15.80 |
| 05/08/17 | United Parcel Service | United Parcel Service -- Next Day Air to Brian J. Koenig, Koley Jessen P.C., L.L.O. | 15.80 |
| 05/16/17 | Postage | Postage | 71.69 |

SUMMARIZED COSTS

| DESCRIPTION | QTY | PER UNIT | TOTAL |
|---------------|----------|----------|-----------------|
| Reproductions | 1,894.00 | 0.10 | 189.40 |
| TOTAL | | | \$189.40 |

TOTAL COSTS **\$382.77**

**Frost
Brown Todd** LLC
ATTORNEYS

P.O. Box 5716
Cincinnati, OH 45201-5716
(513) 651-6800
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Official Committee of Unsecured Creditors of Gordmans
Stores, Inc.
Attn: Jeffrey N. Pomerantz
10100 Santa Monica Boulevard, 11th Floor
Los Angeles, CA 90067-4100

FED. ID# 61-0722001
July 25, 2017
Invoice # 11120783
Account # 0135890.0646308

REGARDING: Gordmans Stores Chapter 11 Cases

For Professional Services Rendered Through June 30, 2017
Other Charges Through June 30, 2017

\$55,472.50

\$281.66

TOTAL THIS INVOICE

\$55,754.16

THANK YOU
PAYMENT APPRECIATED WITHIN 30 DAYS
PLEASE INCLUDE YOUR INVOICE NUMBER ON CHECK

July 25, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11120783

PHASE & TASK SUMMARY

| PHASE | TASK | DESCRIPTION | HOURS | AMOUNT |
|--------------|-------------|---|---------------|--------------------|
| B100 | B110 | Case Administration | 13.00 | 7,053.00 |
| B100 | B120 | Asset Analysis and Recovery | 82.90 | 31,094.50 |
| B100 | B130 | Asset Disposition | 0.60 | 348.00 |
| B100 | B150 | Meetings of and Communications with Creditors | 1.90 | 882.00 |
| B100 | B160 | Fee/Employment Applications | 10.80 | 3,140.00 |
| B100 | B170 | Fee/Employment Objections | 0.10 | 22.00 |
| B100 | B180 | Avoidance Action Analysis | 0.80 | 461.50 |
| B100 | B190 | Other Contested Matters (excluding assumption/rej | 5.70 | 3,277.50 |
| TOTAL | | | 115.80 | \$46,278.50 |
| B200 | B260 | Board of Directors Matters | 1.20 | 264.00 |
| TOTAL | | | 1.20 | \$264.00 |
| B300 | B310 | Claims Administration and Objections | 16.80 | 7,203.00 |
| B300 | B320 | Plan and Disclosure Statement(including Business | 3.00 | 1,727.00 |
| TOTAL | | | 19.80 | \$8,930.00 |
| E100 | E101 | Copying | | 38.30 |
| E100 | E107 | Delivery services/Messengers | | 243.36 |
| TOTAL | | | 0.00 | \$281.66 |

ITEMIZED SERVICES

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|--|------|-------|--------|--------|
| 06/01/17 | (B100.B120) Edit and revise memo re potential creditor claims. | BMP | 0.20 | 175.00 | 35.00 |
| 06/01/17 | (B100.B110) Conference call with Province, R. Gold and B. Koenig re plan status, investigation status, sale status and case administration (.7); review emails from Province re analysis of potential 503(b)(9)claims, stub rent claims and preference recoveries (.4). | DLL | 1.10 | 575.00 | 632.50 |
| 06/01/17 | (B300.B320) Review Province Liquidating Trustee proposal (.3); review David Gotlieb Liquidating Trustee proposal (.2). | DLL | 0.50 | 575.00 | 287.50 |
| 06/01/17 | (B100.B120) Draft and send email to L. Peters re D&O policy - runoff endorsement review (.2); review response re same (.2). | DLL | 0.40 | 575.00 | 230.00 |
| 06/01/17 | (B100.B120) Review and edit memo re causes of action under DE law. | MRW | 0.60 | 175.00 | 105.00 |
| 06/01/17 | (B100.B110) Call with FBT, Koley and Province re case issues and strategies. | REG | 0.50 | 580.00 | 290.00 |
| 06/01/17 | (B100.B110) Follow up emails with C. Cobello of Province re same. | REG | 0.20 | 580.00 | 116.00 |
| 06/01/17 | (B300.B310) Attention to review and consideration of filed claims. | REG | 1.00 | 580.00 | 580.00 |
| 06/01/17 | (B100.B150) Call with UCC Co-Chair re case issues and strategies. | REG | 0.10 | 580.00 | 58.00 |
| 06/01/17 | (B100.B110) Emails with B. Weiland of Kirkland. | REG | 0.10 | 580.00 | 58.00 |
| 06/02/17 | (B100.B150) Respond to communications from various creditors re Gordmans bar date deadline. | AJW | 0.60 | 220.00 | 132.00 |
| 06/02/17 | (B300.B310) Review omnibus claims objection procedure motion from Kirkland (.3); email to R. Gold re same (.1). | DLL | 0.40 | 575.00 | 230.00 |
| 06/02/17 | (B100.B110) Prepare for and participate in status conference call with Debtors' counsel. | DLL | 0.60 | 575.00 | 345.00 |
| 06/02/17 | (B100.B120) Emails to Debtors' counsel re Comenity Bank and run-off D&O policy endorsement issues. | DLL | 0.40 | 575.00 | 230.00 |
| 06/02/17 | (B100.B160) Draft and revise agreed order re Duff & Phelps fee application. | EPS | 0.70 | 255.00 | 178.50 |
| 06/02/17 | (B100.B120) Review research memorandum re causes of action under Delaware law re to breach of fiduciary duties, illegal dividends, corporate waste. | EPS | 0.30 | 255.00 | 76.50 |
| 06/02/17 | (B100.B160) Review and email re Duff & Phelps agreed entry. | REG | 0.40 | 580.00 | 232.00 |
| 06/02/17 | (B100.B110) Call with Kirkland, Kutak and FBT re case issues. | REG | 0.30 | 580.00 | 174.00 |
| 06/02/17 | (B100.B110) Follow up with Province, Koley and FBT re same. | REG | 0.90 | 580.00 | 522.00 |

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|---|------|-------|--------|--------|
| 06/02/17 | (B100.B110) Emails with Kirkland and Province re document production from CTG. | REG | 0.30 | 580.00 | 174.00 |
| 06/02/17 | (B300.B310) Attention to issues re omnibus claims objection procedures. | REG | 0.20 | 580.00 | 116.00 |
| 06/02/17 | (B300.B310) Attention to issues re claims and admin expense requests. | REG | 1.00 | 580.00 | 580.00 |
| 06/03/17 | (B300.B310) Attention to filed proofs of claim and administrative claims bar date. | AJW | 0.30 | 220.00 | 66.00 |
| 06/05/17 | (B100.B120) Review D&O policies from 2012 to 2017. | DLL | 0.90 | 575.00 | 517.50 |
| 06/05/17 | (B300.B310) Attention to review of claims and admin expense motions and applications. | REG | 1.00 | 580.00 | 580.00 |
| 06/05/17 | (B100.B110) Emails and call from and with C. Cabello and P. Huygens re documents received from CTG and strategies. | REG | 0.40 | 580.00 | 232.00 |
| 06/06/17 | (B100.B120) Review and revise research re potential causes of action against officers and directors. | AJW | 0.30 | 220.00 | 66.00 |
| 06/06/17 | (B100.B120) Meet with A. Webb and M. Wagner re new draft of creditor memo. | BMP | 0.20 | 175.00 | 35.00 |
| 06/06/17 | (B100.B120) Continue review of D&O policies from 2012 to 2017 (.8); emails to Province re document production issues for investigation (.4). | DLL | 1.20 | 575.00 | 690.00 |
| 06/06/17 | (B300.B310) Attention to review of filed claims and applications for administrative expenses. | REG | 0.80 | 580.00 | 464.00 |
| 06/07/17 | (B100.B120) Continue research re Delaware law on improper redemption of dividends. | BMP | 1.40 | 175.00 | 245.00 |
| 06/07/17 | (B300.B310) Conference and email with E. Severini and A. Webb re review and analysis of pre-bar date administrative expense requests. | DLL | 0.60 | 575.00 | 345.00 |
| 06/07/17 | (B100.B120) Conference with A. Webb re status of investigation research issues (.2); emails to A. Webb re same (.3); review draft memo (.4). | DLL | 0.90 | 575.00 | 517.50 |
| 06/07/17 | (B100.B120) Emails to Province re status of document production for investigation(.4); review document request re dividend issue (.2). | DLL | 0.60 | 575.00 | 345.00 |
| 06/07/17 | (B300.B310) Work on schedule of all administrative expense applications. | EPS | 3.80 | 255.00 | 969.00 |
| 06/07/17 | (B300.B310) Attention to review of applications for admin expenses and filed claims. | REG | 0.70 | 580.00 | 406.00 |
| 06/08/17 | (B300.B310) Receipt and review of administrative claims filed in bankruptcy. | AJW | 0.40 | 220.00 | 88.00 |
| 06/08/17 | (B100.B110) Conference call with Kirkland re case status, investigation document production status and exclusivity motion. | DLL | 0.60 | 575.00 | 345.00 |

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|---|------|-------|--------|--------|
| 06/08/17 | (B300.B310) Review summary of filed administrative expense applications (.2); email to E. Severini re same and non-stub rent applications (.2); review Oracle, Cintas, PC Connections and Comenity administrative expense applications (.8). | DLL | 1.20 | 575.00 | 690.00 |
| 06/08/17 | (B100.B120) Review and respond to emails from R. Gold and Province re investigation document production issues. | DLL | 0.60 | 575.00 | 345.00 |
| 06/08/17 | (B300.B310) Finalize schedule of applications for payment of administrative expense claims. | EPS | 0.40 | 255.00 | 102.00 |
| 06/08/17 | (B300.B320) Call with Kirkland re plan and exclusivity issues and follow up re same. | REG | 0.40 | 580.00 | 232.00 |
| 06/08/17 | (B300.B310) Analysis re schedule and review of applications for admin expenses and email to L. Peters of Kutak re same. | REG | 0.50 | 580.00 | 290.00 |
| 06/09/17 | (B100.B170) Attention to potential resolution of Duff & Phelps fee issues. | AJW | 0.10 | 220.00 | 22.00 |
| 06/09/17 | (B100.B120) Draft memo addressing potential claims of fraudulent or improper dividend transfer. | BMP | 1.20 | 175.00 | 210.00 |
| 06/09/17 | (B100.B120) Review Duff & Phelps solvency opinion re 2013 dividend recapitalization (.9); emails to Province re same (.3). | DLL | 1.20 | 575.00 | 690.00 |
| 06/09/17 | (B100.B120) Emails re Comenity Bank status (.2); review Comenity Bank administrative expense application re same (.3). | DLL | 0.50 | 575.00 | 287.50 |
| 06/09/17 | (B100.B120) Draft memo re insolvent companies for A. Webb. | MRW | 0.70 | 175.00 | 122.50 |
| 06/09/17 | (B100.B150) Email update with UCC re plan issues. | REG | 0.30 | 580.00 | 174.00 |
| 06/09/17 | (B100.B110) Emails re stipulations re extension of time for Great American Group and Stage and DSW admin claims. | REG | 0.10 | 580.00 | 58.00 |
| 06/12/17 | (B100.B120) Draft memo re Delaware case law that interprets unlawful dividend redemption statute. | BMP | 3.50 | 175.00 | 612.50 |
| 06/12/17 | (B100.B120) Draft memo re fiduciary duties. | MRW | 0.60 | 175.00 | 105.00 |
| 06/13/17 | (B100.B120) Continue revision of memorandum draft re the improper redemption of dividends during insolvency in Delaware. | BMP | 4.40 | 175.00 | 770.00 |
| 06/13/17 | (B100.B120) Draft memo re fiduciary duties to insolvent companies. | MRW | 2.20 | 175.00 | 385.00 |
| 06/14/17 | (B100.B120) Finish memo re waste and improper repurchase of dividends. | BMP | 3.70 | 175.00 | 647.50 |
| 06/14/17 | (B100.B120) Edit and revise final draft of memo re insolvency, fiduciary duties, and improper transfer of dividends. | BMP | 3.10 | 175.00 | 542.50 |
| 06/14/17 | (B300.B320) Review emails from L. Peters re Committee consent to exclusivity motion and requested extension (.2); email to R. Gold re same (.1); review draft of exclusivity motion and order (.7); emails to L. Peters re Committee consent to same (.2); review revised exclusivity motion from L. Peters (.3); email to L. Peters re approval of same (.1). | DLL | 1.60 | 575.00 | 920.00 |

July 25, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11120783

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|--|------|-------|--------|--------|
| 06/14/17 | (B100.B160) Review draft certification for FBT monthly fees (.2); emails to E. Severini re approval of same for filing (.2). | DLL | 0.40 | 575.00 | 230.00 |
| 06/14/17 | (B100.B160) Review draft of UCC notice of no objection to Province monthly fee request (.2); emails to E. Severini re approval of same for filing (.2). | DLL | 0.40 | 575.00 | 230.00 |
| 06/14/17 | (B100.B120) Conference call with C. Cabello (Province) re status of document production (.2); emails to C. Cabello re same (.2); review index of documents produced (.5). | DLL | 0.90 | 575.00 | 517.50 |
| 06/14/17 | (B100.B160) Draft, finalize and file certificates of no objection to second monthly fee statement for Province and FBT. | EPS | 0.40 | 255.00 | 102.00 |
| 06/14/17 | (B100.B160) Review May pro forma. | EPS | 0.70 | 255.00 | 178.50 |
| 06/14/17 | (B100.B160) Work on FBT's third monthly fee statement. | EPS | 0.30 | 255.00 | 76.50 |
| 06/14/17 | (B100.B120) Draft and revise memo re insolvent corporations and fiduciary duties. | MRW | 4.20 | 175.00 | 735.00 |
| 06/15/17 | (B100.B110) Receipt and review of motion to destroy business records (0.3); communicate with D. Lutz re same (0.2). | AJW | 0.50 | 220.00 | 110.00 |
| 06/15/17 | (B100.B120) Revise first draft of memo re potential claims against directors. | BMP | 1.00 | 175.00 | 175.00 |
| 06/15/17 | (B300.B320) Review filed exclusivity motion and notice re objections to same. | DLL | 0.50 | 575.00 | 287.50 |
| 06/15/17 | (B100.B150) Review letter from International Home Accents re proof of claim issues (.2); emails to A. Webb re same (.2). | DLL | 0.40 | 575.00 | 230.00 |
| 06/15/17 | (B100.B150) Telephone conference with Bill Rathbone (unsecured creditor counsel) re case status and claim status (.2); email to B. Rathbone re same (.2). | DLL | 0.40 | 575.00 | 230.00 |
| 06/15/17 | (B100.B120) Review produced documents re 2013 dividend recapitalization issues (1.4); email to R. Gold re same (.2). | DLL | 1.60 | 575.00 | 920.00 |
| 06/15/17 | (B100.B110) Attention to procedural issues re service of order clarifying requirements to provide access to confidential information. | EPS | 0.20 | 255.00 | 51.00 |
| 06/15/17 | (B100.B120) Draft and review memo re insolvent corporations. | MRW | 0.90 | 175.00 | 157.50 |
| 06/16/17 | (B100.B120) Address final revisions given by A. Webb; submit final revisions. | BMP | 2.40 | 175.00 | 420.00 |
| 06/16/17 | (B100.B120) Conference with R. Gold re management memo from 2013 re 2013 dividend capitalization recommendation (.2); review memo (.7); email to R. Gold re same (.2). | DLL | 1.10 | 575.00 | 632.50 |
| 06/16/17 | (B100.B120) Review and finalize memo re fiduciary duties to insolvent corporations. | MRW | 2.60 | 175.00 | 455.00 |
| 06/16/17 | (B100.B110) Attention to final resolution re Duff & Phelps fees and review drafts re same. | REG | 0.60 | 580.00 | 348.00 |
| 06/16/17 | (B100.B110) Review of filings. | REG | 0.20 | 580.00 | 116.00 |

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|--|------|-------|--------|----------|
| 06/16/17 | (B100.B110) Attention to review and analysis re memo re claims and statute and tolling issues. | REG | 0.90 | 580.00 | 522.00 |
| 06/17/17 | (B100.B110) Review recent filings by Debtors for impact on UCC. | AJW | 0.30 | 220.00 | 66.00 |
| 06/19/17 | (B100.B190) Review draft Comenity protective order and motion (.6); email to B. Koenig re same (.2). | DLL | 0.80 | 575.00 | 460.00 |
| 06/19/17 | (B100.B110) Review and respond to Province emails re status issues. | DLL | 0.30 | 575.00 | 172.50 |
| 06/19/17 | (B100.B120) Review list of produced documents from Province (.5); emails to Province re same (.2). | DLL | 0.70 | 575.00 | 402.50 |
| 06/19/17 | (B100.B110) Attention to review of revised language re Duff & Phelps fee statement and email re same. | REG | 0.20 | 580.00 | 116.00 |
| 06/19/17 | (B100.B110) Emails with Province team. | REG | 0.10 | 580.00 | 58.00 |
| 06/20/17 | (B200.B260) Research issues re director and officer fiduciary duties. | AJW | 0.60 | 220.00 | 132.00 |
| 06/20/17 | (B100.B190) Review and revise Comenity Bank agreed protective order (.6); email to Debtors and Comenity Bank counsel re request to include Committee in agreed protective order (.3); review email from Debtors' counsel with revised agreed protective order (.3); review email from Comenity Bank counsel re request for Committee names and employers (.2); draft and send response email with information to Comenity Bank counsel and Debtors' counsel (.4). | DLL | 1.80 | 575.00 | 1,035.00 |
| 06/20/17 | (B100.B120) Email to Province re access to produced Debtors documents (.2); review summary of produced documents (.9); review Board Resolutions, Board minutes and related Board documents for dividend recapitalization (.8); review research memorandum and caselaw re breach of fiduciary duty, unlawful dividend, corporate waste and equitable tolling of statute of limitations (.8); email to A. Webb re same (.1). | DLL | 2.80 | 575.00 | 1,610.00 |
| 06/20/17 | (B100.B110) Attention to L. Peters email re Community bank issues. | REG | 0.30 | 580.00 | 174.00 |
| 06/20/17 | (B100.B110) Review and analysis of potential issues and document review. | REG | 1.00 | 580.00 | 580.00 |
| 06/21/17 | (B200.B260) Research additional issues re director and officer fiduciary duties. | AJW | 0.60 | 220.00 | 132.00 |
| 06/21/17 | (B100.B190) Review Debtors' counsel email with Comenity response letter, timeline and joint defense agreement (.2); email to B. Koenig re coordination of review of same (.2); review draft Comenity response letter (.6); review timeline (.2); review draft joint defense agreement (.4); review and respond to Comenity Bank counsel re protective order issues (.3). | DLL | 1.90 | 575.00 | 1,092.50 |

July 25, 2017

Gordmans Stores Chapter 11 Cases

Account # 0135890.0646308

Invoice # 11120783

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|--|------|-------|--------|--------|
| 06/21/17 | (B100.B120) Continued review of board minutes, board packages, management memos and documents related to 2013 dividend recapitalization (1.2); conferences with R. Gold re same (.3). | DLL | 1.50 | 575.00 | 862.50 |
| 06/21/17 | (B100.B120) Email and conference with A. Webb re additional fiduciary duty research re bankruptcy filing issues (.5); email to M. Wagner re same (.2). | DLL | 0.70 | 575.00 | 402.50 |
| 06/21/17 | (B100.B120) Research re director's fiduciary duty to act when entering bankruptcy. | MRW | 0.50 | 175.00 | 87.50 |
| 06/21/17 | (B100.B180) Attention to emails and issues re preference analysis. | REG | 0.30 | 580.00 | 174.00 |
| 06/21/17 | (B100.B130) Attention to issues with Province, Tiger and Stage re sales fees and proceeds and call with M. Snyder and emails with Province re same. | REG | 0.40 | 580.00 | 232.00 |
| 06/22/17 | (B100.B110) Review recently filed pleadings by Debtors. | AJW | 0.30 | 220.00 | 66.00 |
| 06/22/17 | (B100.B190) Review email from Debtors' counsel and Comenity Bank counsel re extension of time to respond to administrative expense application(.2); email to Debtors' counsel re consent to same (.1). | DLL | 0.30 | 575.00 | 172.50 |
| 06/22/17 | (B100.B120) Review emails re D&O and insured versus insured exclusion cases (.2); emails to A. Webb re research of same re Gordmans plan (.1). | DLL | 0.30 | 575.00 | 172.50 |
| 06/22/17 | (B100.B190) Prepare for and participate in conference call with B. Koenig re review of Comenity Bank draft response letter and issues related to document review of dividend recapitalization and other related issues. | DLL | 0.90 | 575.00 | 517.50 |
| 06/22/17 | (B100.B120) Conference with M. Wagner re additional research related to fiduciary duties and bankruptcy filing (.2); email to M. Wagner re same (.2); continued review of Board documents related to analysis and decision making for 2013 dividend recapitalization (.7); review unlawful dividend caselaw (.4). | DLL | 1.50 | 575.00 | 862.50 |
| 06/22/17 | (B100.B120) Research re "insured vs. insured" dispute. | MRW | 1.00 | 175.00 | 175.00 |
| 06/22/17 | (B300.B310) Review notices re admin claims and email with Lisa Peters re same. | REG | 0.30 | 580.00 | 174.00 |
| 06/23/17 | (B100.B120) Continued research re fiduciary duties of officers and directors and issuance of dividends. | AJW | 0.60 | 220.00 | 132.00 |
| 06/23/17 | (B100.B120) Conference with R. Gold re analysis of potential claims related to 2013 dividend recapitalization. | DLL | 0.20 | 575.00 | 115.00 |
| 06/23/17 | (B100.B120) Review Province draft analysis of insolvency/surplus issues re 2013 dividend recapitalization and corporate spending issues (.6); prepare for and participate in call with Province and R. Gold re same and corporate spending analysis (1.0). | DLL | 1.60 | 575.00 | 920.00 |

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|---|------|-------|--------|----------|
| 06/23/17 | (B100.B120) Prepare for and participate in conference call with Kirkland and L. Peters re investigation/analysis of potential claims against D&O's (.7); emails to B. Koenig re follow up issues re same (.2). | DLL | 0.90 | 575.00 | 517.50 |
| 06/23/17 | (B100.B120) Review 2013 Board packets and documents re dividend recapitalization (.4); email to B. Koenig re dividend recapitalization board resolution (.2). | DLL | 0.60 | 575.00 | 345.00 |
| 06/23/17 | (B100.B180) Review Province analysis of 90 day preference exposure. | DLL | 0.50 | 575.00 | 287.50 |
| 06/23/17 | (B100.B160) Continue to draft and finalize FBT's third monthly fee statement. | EPS | 0.30 | 255.00 | 76.50 |
| 06/23/17 | (B100.B160) Send email to R. Gold re FBT's third monthly fee statement. | EPS | 0.10 | 255.00 | 25.50 |
| 06/23/17 | (B100.B120) Research re "insured v. insured" clause; research director's inaction in bankruptcy. | MRW | 2.60 | 175.00 | 455.00 |
| 06/23/17 | (B100.B120) Review report prepared by Province and analysis re same. | REG | 0.90 | 580.00 | 522.00 |
| 06/23/17 | (B100.B120) Call with Province re analysis and position of UCC. | REG | 0.70 | 580.00 | 406.00 |
| 06/23/17 | (B100.B120) Call with Kirkland and Kutak re status of investigation. | REG | 0.30 | 580.00 | 174.00 |
| 06/23/17 | (B100.B120) Conference with DLL and emails with D. Lutz and B. Koenig re same. | REG | 0.30 | 580.00 | 174.00 |
| 06/26/17 | (B300.B310) Review objections to administrative expense claims by Debtors' counsel (.3); email to E. Severini re same (.1). | DLL | 0.40 | 575.00 | 230.00 |
| 06/26/17 | (B100.B120) Review produced documents regarding bankruptcy filing facts and issues (1.2); review research from M. Wagner re potential neglect by D&O and potential liability for same (.5); review first day affidavit re bankruptcy filing reasons (.3); review Clear Thinking Group retention affidavit re timing issues (.3). | DLL | 2.30 | 575.00 | 1,322.50 |
| 06/26/17 | (B100.B120) Prepare for and participate in conference call with B. Koenig re review of Province analysis of 2013 dividend recapitalization, corporate spending analysis, insider transfers and bankruptcy filing issues. | DLL | 0.80 | 575.00 | 460.00 |
| 06/26/17 | (B100.B120) Draft memo to Kirkland re investigation issues and meeting re same. | DLL | 0.60 | 575.00 | 345.00 |
| 06/26/17 | (B100.B120) Research re director's inaction in insolvency. | MRW | 0.50 | 175.00 | 87.50 |
| 06/26/17 | (B300.B310) Review Debtors' objections to admin claims. | REG | 0.50 | 580.00 | 290.00 |
| 06/27/17 | (B100.B120) Review Board documents re bankruptcy filing facts and issues. | DLL | 0.80 | 575.00 | 460.00 |

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|--|------|-------|--------|----------|
| 06/27/17 | (B100.B120) Conference call with C. Cabello of Province re document production issues and analysis of certain potential claims (.5); email to C. Cabello re same (.3). | DLL | 0.80 | 575.00 | 460.00 |
| 06/27/17 | (B100.B120) Review Province analysis of dividend recapitalization and corporate spending for preparation of status and request email to Debtors' counsel for investigation issues (.6); review management memo from 2013 re dividend recapitalization re same (.4); draft and revise status memo to Debtors' counsel re Committee investigation issues (1.2); emails to Province, B. Koenig and R. Gold re review of same (.4). | DLL | 2.60 | 575.00 | 1,495.00 |
| 06/27/17 | (B300.B310) Briefly review objections to administrative claims. | EPS | 0.20 | 255.00 | 51.00 |
| 06/27/17 | (B100.B120) Research re directors' inaction during corporation's insolvency. | MRW | 0.50 | 175.00 | 87.50 |
| 06/27/17 | (B100.B120) Attention to D. Lutz's draft email to Kirkland and call with D. Lutz re same. | REG | 0.30 | 580.00 | 174.00 |
| 06/28/17 | (B100.B120) Review Board documents and presentations re timing and facts related to bankruptcy filing (1.1); emails to B. Koenig and R. Gold re same (.3). | DLL | 1.40 | 575.00 | 805.00 |
| 06/28/17 | (B100.B120) Draft and revise letter to B. Weiland re status of Committee investigation and request for additional documents (.7); review R. Gold, B. Koenig and Province comments and revisions to letter (.5); revise letter (.4). | DLL | 1.60 | 575.00 | 920.00 |
| 06/28/17 | (B100.B120) Conference call with R. Gold and B. Koenig re status and analysis of Committee investigation. | DLL | 0.60 | 575.00 | 345.00 |
| 06/28/17 | (B100.B120) Prepare for and participate in conference call with B. Weiland re status of Committee investigation, potential meeting in Chicago and plan status. | DLL | 0.90 | 575.00 | 517.50 |
| 06/28/17 | (B100.B120) Conference call with Province and B. Koenig re analysis and status of Committee investigation. | DLL | 0.90 | 575.00 | 517.50 |
| 06/28/17 | (B300.B310) Update administrative claims spreadsheet with hearing dates, summaries of objections and status of claims. | EPS | 2.60 | 255.00 | 663.00 |
| 06/28/17 | (B100.B160) Work on third monthly fee statement for Province. | EPS | 0.70 | 255.00 | 178.50 |
| 06/28/17 | (B100.B160) Review and respond to email from C. Cabello. | EPS | 0.10 | 255.00 | 25.50 |
| 06/28/17 | (B100.B120) Research re fiduciary duties owed to insolvent companies. | MRW | 0.30 | 175.00 | 52.50 |
| 06/28/17 | (B100.B120) Attention to issues re UCC investigations and review and comment to correspondence to Kirkland re same. | REG | 0.90 | 580.00 | 522.00 |
| 06/28/17 | (B100.B120) Call with co counsel re investigation issues. | REG | 0.30 | 580.00 | 174.00 |
| 06/28/17 | (B100.B120) Call with Province and counsel re investigation issues. | REG | 0.30 | 580.00 | 174.00 |

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|--------------|---|------|---------------|--------|------------------|
| 06/28/17 | (B100.B150) Email to UCC re meeting. | REG | 0.10 | 580.00 | 58.00 |
| 06/28/17 | (B100.B130) Emails with J. Wolf, Counsel for GBG, and C. Cabello, Province, re final sale reconciliation and release of escrowed funds. | REG | 0.20 | 580.00 | 116.00 |
| 06/28/17 | (B100.B110) Review Province update report to the committee. | REG | 0.40 | 580.00 | 232.00 |
| 06/29/17 | (B100.B120) Review Board of Director minutes and resolutions from 2017 (1.0); email to R. Gold and B. Koenig re same and analysis for purposes of Committee investigation (.2). | DLL | 1.20 | 575.00 | 690.00 |
| 06/29/17 | (B100.B120) Revise and finalize letter to Debtors' counsel re status of Committee investigation of potential D&O claims, request for additional documents and meeting (1.2); emails to B. Koenig and R. Gold re same (.2); telephone conference with C. Cabello (Province) re corporate spending information request (.2). | DLL | 1.60 | 575.00 | 920.00 |
| 06/29/17 | (B100.B110) Conference with J. Netznik re protocol for request for information from Debtors (.2); telephone conference with Province re same (.2); email re same (.2). | DLL | 0.60 | 575.00 | 345.00 |
| 06/29/17 | (B100.B160) Finalize fee statement for Province. | EPS | 0.20 | 255.00 | 51.00 |
| 06/29/17 | (B100.B160) Work on FBT's first interim fee application. | EPS | 4.30 | 255.00 | 1,096.50 |
| 06/30/17 | (B100.B120) Attention to issues and research re director and officer liabilities. | AJW | 0.50 | 220.00 | 110.00 |
| 06/30/17 | (B100.B110) Review Province draft report to Committee re dividend recapitalization, corporate spending, preferences, potential recovery to general unsecured creditors, and retention of electronic discovery (.7); email to C. Cabello (Province) re potential anti-trust claims for recovery purposes (.2); emails re approval of Committee report (.3). | DLL | 1.20 | 575.00 | 690.00 |
| 06/30/17 | (B100.B110) Email and telephone conference with C. Cabello re request for download of Epic claims registry to analyze potential recovery for general unsecured creditors (.2); email to J. Netznik re request for same (.2); review email from Epiq re list of claims (.2); emails to C. Cabello re same (.2). | DLL | 0.80 | 575.00 | 460.00 |
| 06/30/17 | (B300.B310) Review emails from L. Peters re administrative expense claim status. | DLL | 0.20 | 575.00 | 115.00 |
| 06/30/17 | (B100.B160) Continue to work on FBT's first interim fee application. | EPS | 1.80 | 255.00 | 459.00 |
| 06/30/17 | (B100.B120) Draft memo re fiduciary duties to insolvent corporations. | MRW | 1.70 | 175.00 | 297.50 |
| 06/30/17 | (B300.B310) Attention to L. Peters emails re admin claims and resolutions and emails with Province re same. | REG | 0.30 | 580.00 | 174.00 |
| TOTAL | | | 136.80 | | 55,472.50 |

PERSONNEL FEE SUMMARY

July 25, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11120783

| INIT | NAME | RANK | HOURS | RATE | AMOUNT |
|--------------|-------------------|----------------|---------------|--------|--------------------|
| REG | Gold, Ronald E | Member | 19.00 | 580.00 | 11,020.00 |
| DLL | Lutz, Douglas L. | Member | 55.60 | 575.00 | 31,970.00 |
| AJW | Webb, Adam J | Associate | 5.10 | 220.00 | 1,122.00 |
| EPS | Severini, Erin P | Staff Attorney | 17.10 | 255.00 | 4,360.50 |
| BMP | Parker, Bennett M | Summer Intern | 21.10 | 175.00 | 3,692.50 |
| MRW | Wagner, Matthew R | Summer Intern | 18.90 | 175.00 | 3,307.50 |
| TOTAL | | | 136.80 | | \$55,472.50 |

ITEMIZED COSTS

| DATE | | DESCRIPTION | AMOUNT |
|----------|-----------------------|--|--------|
| 05/30/17 | United Parcel Service | United Parcel Service -- Next Day Air to Jerry L. Jensen, US Trustee District of Nebr | 15.80 |
| 05/30/17 | United Parcel Service | United Parcel Service -- Next Day Air to Steven Fox and Donal, Riemer Braunstein LLP | 14.83 |
| 05/30/17 | United Parcel Service | United Parcel Service -- Next Day Air to Robert Gonderinger, Croker Huck Kasher DeWitt A | 15.80 |
| 05/30/17 | United Parcel Service | United Parcel Service -- Next Day Air to Jeffrey M. Wolf, Greenberg Traurig, LLP | 15.80 |
| 05/30/17 | United Parcel Service | United Parcel Service -- Next Day Air to Brad Weiland and Jam, Kirkland & Ellis LLP | 12.05 |
| 05/30/17 | United Parcel Service | United Parcel Service -- Next Day Air to Andy Hall and James, Gordmans Stores, Inc. | 15.80 |
| 05/30/17 | United Parcel Service | United Parcel Service -- Next Day Air to Jeffrey T. Wegner an, Kutak Rock LLP | 15.80 |
| 05/30/17 | United Parcel Service | United Parcel Service -- Next Day Air to Brian J. Koenig, Koley Jessen P.C., L.L.O. | 15.80 |
| 05/31/17 | United Parcel Service | United Parcel Service -- Next Day Air to JEFFREY M. WOLF, GREENBERG TRAUIG, LLP | 15.80 |
| 05/31/17 | United Parcel Service | United Parcel Service -- Next Day Air to STEVEN FOX AND DONAL, RIEMER BRAUNSTEIN LLP | 14.83 |
| 05/31/17 | United Parcel Service | United Parcel Service -- Next Day Air to BRAD WEILAND AND JAM, KIRKLAND & ELLIS LLP | 12.05 |
| 05/31/17 | United Parcel Service | United Parcel Service -- Next Day Air to JERRY L. JENSEN, US TRUSTEE DISTRICT OF NEBR | 15.80 |
| 05/31/17 | United Parcel Service | United Parcel Service -- Next Day Air to JEFFREY T. WEGNER AN, KUTAK ROCK LLP | 15.80 |
| 05/31/17 | United Parcel Service | United Parcel Service -- Next Day Air to ROBERT GONDERINGER, CROKER HUCK KASHER DEWITT A | 15.80 |

July 25, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11120783

| DATE | | DESCRIPTION | AMOUNT |
|----------|-----------------------|---|--------|
| 05/31/17 | United Parcel Service | United Parcel Service -- Next Day Air to ANDY HALL AND JAMES, GORDMANS STORES, INC. | 15.80 |
| 05/31/17 | United Parcel Service | United Parcel Service -- Next Day Air to BRIAN J. KOENIG, KOLEY JESSEN P.C., L.L.O. | 15.80 |

SUMMARIZED COSTS

| DESCRIPTION | QTY | PER UNIT | TOTAL |
|---------------|--------|----------|---------|
| Reproductions | 383.00 | 0.10 | 38.30 |
| TOTAL | | | \$38.30 |

TOTAL COSTS **\$281.66**

**Frost
Brown Todd** LLC
ATTORNEYS

P.O. Box 5716
Cincinnati, OH 45201-5716
(513) 651-6800
Facsimile (513) 651-6981
www.frostbrowntodd.com

Official Committee of Unsecured Creditors of Gordmans
Stores, Inc.
Attn: Jeffrey N. Pomerantz
10100 Santa Monica Boulevard, 11th Floor
Los Angeles, CA 90067-4100

FED. ID# 61-0722001
August 15, 2017
Invoice # 11124552
Account # 0135890.0646308

REGARDING: Gordmans Stores Chapter 11 Cases

For Professional Services Rendered Through July 31, 2017
Other Charges Through July 31, 2017

\$54,183.50

\$928.69

TOTAL THIS INVOICE

\$55,112.19

THANK YOU
PAYMENT APPRECIATED WITHIN 30 DAYS
PLEASE INCLUDE YOUR INVOICE NUMBER ON CHECK

August 15, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11124552

PHASE & TASK SUMMARY

| PHASE | TASK | DESCRIPTION | HOURS | AMOUNT |
|--------------|-------------|---|--------------|--------------------|
| B100 | B110 | Case Administration | 3.90 | 2,002.00 |
| B100 | B120 | Asset Analysis and Recovery | 26.90 | 15,119.00 |
| B100 | B150 | Meetings of and Communications with Creditors | 3.00 | 1,444.00 |
| B100 | B160 | Fee/Employment Applications | 4.60 | 1,269.00 |
| B100 | B190 | Other Contested Matters (excluding assumption/rej | 4.70 | 2,711.50 |
| B100 | B195 | Non-Working Travel | 4.50 | 2,587.50 |
| TOTAL | | | 47.60 | \$25,133.00 |
| B200 | B230 | Financing/Cash Collections | 0.50 | 290.00 |
| TOTAL | | | 0.50 | \$290.00 |
| B300 | B310 | Claims Administration and Objections | 2.20 | 1,271.00 |
| B300 | B320 | Plan and Disclosure Statement(including Business | 48.50 | 27,489.50 |
| TOTAL | | | 50.70 | \$28,760.50 |
| E100 | E101 | Copying | | 1.92 |
| E100 | E101 | Copying | | 71.30 |
| E100 | E105 | Telephone | | 18.72 |
| E100 | E107 | Delivery services/Messengers | | 105.83 |
| E100 | E107 | Delivery services/Messengers | | 181.92 |
| E100 | E110 | Out-of-town Travel | | 549.00 |
| TOTAL | | | 0.00 | \$928.69 |

ITEMIZED SERVICES

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|---|------|-------|--------|--------|
| 07/03/17 | (B100.B110) Review B. Koenig email re Comenity agreed protective order issues (.2); email to B. Koenig re same (.2); review Comenity Bank and Debtor's counsel emails re same (.2). | DLL | 0.60 | 575.00 | 345.00 |
| 07/03/17 | (B100.B110) Review Debtors' motion to enter into license agreement for office space for wind down procedure (.3); review license agreement (.2); review motion for expedited hearing re same (.2). | DLL | 0.70 | 575.00 | 402.50 |
| 07/05/17 | (B300.B310) Review claims registry including proposed claim objections from Epiq for Province potential unsecured distribution analysis (.4); email to R. Gold re same (.2). | DLL | 0.60 | 575.00 | 345.00 |
| 07/05/17 | (B100.B150) Email to R. Gold re preparation for Committee status call(.1); review Province update report re same (.3); email to Committee re status call and Province update report (.3); prepare for and participate in Committee update call (.9). | DLL | 1.60 | 575.00 | 920.00 |
| 07/05/17 | (B300.B320) Conference in with A. Webb re chapter 11 plan research regarding retaining ability to pursue claims covered by D&O policy (.2); email research to A. Webb (.2); review current plan draft re same and release provisions (.7). | DLL | 1.10 | 575.00 | 632.50 |
| 07/05/17 | (B100.B190) Review email from Debtors' counsel re Comenity Bank issues and potential settlement discussions re same (.2); emails to and from B. Koenig and R. Gold re Comenity Bank status and discussions between Comenity Bank and Committee (.3); telephone conference with C. Cabello (Province) re same (.2); draft and send response email to Debtors' counsel (.2). | DLL | 0.90 | 575.00 | 517.50 |
| 07/05/17 | (B300.B320) Review email from J. Netznik re invitation for meeting to discuss Committee investigation and chapter 11 plan (.1); emails to R. Gold, B. Koenig and Province re same (.2); review and respond to R. Gold and B. Koenig emails re timing (.2). | DLL | 0.50 | 575.00 | 287.50 |
| 07/05/17 | (B100.B150) Attend telephonic meeting of committee. | REG | 0.60 | 580.00 | 348.00 |
| 07/05/17 | (B100.B110) Emails with counsel for UCC and KRE re investigations and Comenity Bank issues. | REG | 0.40 | 580.00 | 232.00 |
| 07/05/17 | (B100.B110) Attention to review of filings. | REG | 0.30 | 580.00 | 174.00 |
| 07/06/17 | (B100.B120) Continued research re officer and director duties under Delaware law (0.3); conference with D. Lutz re same (0.2). | AJW | 0.50 | 220.00 | 110.00 |
| 07/06/17 | (B300.B320) Review insured versus insured research re potential D&O claims (.6); review D&O policies re analysis of exclusions (.6). | DLL | 1.20 | 575.00 | 690.00 |
| 07/06/17 | (B300.B320) Review chapter 11 Third Party Release standards in 8th Circuit (.8); review proposed third party release provisions in draft plan (.3). | DLL | 1.10 | 575.00 | 632.50 |

August 15, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11124552

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|---|------|-------|--------|----------|
| 07/06/17 | (B100.B120) Conference with B. Koenig re investigation analysis/status and proposed meeting with Debtor (.2); emails to and from Debtors' counsel re meeting to discuss investigation and plan (.7). | DLL | 0.90 | 575.00 | 517.50 |
| 07/06/17 | (B100.B190) Review email from Comenity Bank counsel re status of analysis and settlement proposal (.4); emails to Debtors' counsel re same (.3); telephone conference with L. Peters re same and resolution of Store 132 admin expense (.4). | DLL | 1.10 | 575.00 | 632.50 |
| 07/07/17 | (B100.B120) Prepare for and participate in conference call with Debtors' counsel and B. Koenig re review and analysis of investigation status and issues and plan status (1.5); follow up conference call with B. Koenig and R. Gold re same (.4); draft and send emails to Province re status and meeting with Debtors re investigation and plan issues (.5). | DLL | 2.40 | 575.00 | 1,380.00 |
| 07/07/17 | (B300.B320) Review D&O policies re insured versus insured exclusion and debtor in possession exception to same (.5); review caselaw re same (.3); review draft plan re transfer of causes of actions to plan administrator (.4). | DLL | 1.20 | 575.00 | 690.00 |
| 07/07/17 | (B100.B120) Review duty of oversight caselaw (.6); email to B. Koenig re same (.2). | DLL | 0.80 | 575.00 | 460.00 |
| 07/07/17 | (B300.B310) Review and respond to L. Peters re resolution of Store 132 admin expense claim. | DLL | 0.20 | 575.00 | 115.00 |
| 07/08/17 | (B300.B320) Conference call with P. Huygens (Province) re K&E meeting and plan issues (.5); review B. Koenig emails re same (.2). | DLL | 0.70 | 575.00 | 402.50 |
| 07/10/17 | (B300.B320) Review plan research re estate releases and third party releases (.8); email to B. Koenig and R. Gold re same (.2). | DLL | 1.00 | 575.00 | 575.00 |
| 07/10/17 | (B300.B320) Review insured vs insured chapter 11 plan research (.7); review draft plan re treatment of D&O policy and assignment of estate causes of action (.4); email D&O policy information to B. Koenig and R. Gold (.2). | DLL | 1.30 | 575.00 | 747.50 |
| 07/10/17 | (B300.B320) Conference call with B. Koenig and R. Gold re planning for Debtors professional meeting. | DLL | 0.30 | 575.00 | 172.50 |
| 07/10/17 | (B300.B320) Conference call with B. Koenig, R. Gold and Province re preparation for Debtors' meeting. | DLL | 0.50 | 575.00 | 287.50 |
| 07/10/17 | (B300.B320) Prepare for meeting with Debtors' professionals re Committee investigation and plan matters. | DLL | 1.20 | 575.00 | 690.00 |
| 07/10/17 | (B100.B160) Continue to work on FBT's interim fee application. | EPS | 1.80 | 255.00 | 459.00 |
| 07/10/17 | (B100.B160) Phone call with C. Cabello re Province's interim fee application. | EPS | 0.10 | 255.00 | 25.50 |
| 07/11/17 | (B100.B195) Travel to and from Chicago for meeting with Debtors' professionals. | DLL | 4.50 | 575.00 | 2,587.50 |

August 15, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11124552

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|---|------|-------|--------|----------|
| 07/11/17 | (B300.B320) Conference out with B. Koenig, C. Cabello (Province) and P. Huygens (Province) re preparation for Committee investigation and chapter 11 plan meeting at K&E(Chicago) (1.0); prepare for and attend meeting at K&E re Committee investigation, chapter 11 case status, and negotiation of chapter 11 plan (5.4). | DLL | 6.40 | 575.00 | 3,680.00 |
| 07/11/17 | (B100.B160) Finalize draft fee statement for Province. | EPS | 0.10 | 255.00 | 25.50 |
| 07/12/17 | (B100.B160) Review monthly fee statement (.2); email to E. Severini re approval of same (.1). | DLL | 0.30 | 575.00 | 172.50 |
| 07/12/17 | (B300.B320) Conference in with R. Gold re meeting with Debtors' professionals and status of investigation and plan negotiations. | DLL | 0.40 | 575.00 | 230.00 |
| 07/12/17 | (B100.B120) Review redacted Board minutes from 2016 and 2017 in preparation for conference call with Debtors' counsel (.9); review and respond to emails from Debtors' counsel re same and finalizing investigation (.3); email to B. Koenig re same (.2). | DLL | 1.40 | 575.00 | 805.00 |
| 07/12/17 | (B100.B160) Send email to UCC chair re fee statements. | EPS | 0.10 | 255.00 | 25.50 |
| 07/12/17 | (B100.B160) Finalize fee statements for FBT and Province. | EPS | 0.20 | 255.00 | 51.00 |
| 07/13/17 | (B100.B120) Review and compare revised redacted Board minutes from Debtors' counsel (.7); email to B. Koenig re same (.2). | DLL | 0.90 | 575.00 | 517.50 |
| 07/13/17 | (B100.B120) Review Debtors' counsel email and historical payroll information for insider transfer analysis (.5); email to Province re analysis of same (.2). | DLL | 0.70 | 575.00 | 402.50 |
| 07/13/17 | (B100.B190) Telephone conference with Comenity Bank counsel re status. | DLL | 0.30 | 575.00 | 172.50 |
| 07/13/17 | (B300.B320) Prepare for and participate in conference call with B. Koenig and Debtors' counsel re analysis of investigation issues for chapter 11 plan release and related chapter 11 plan issues (.6); follow up emails to J. Netznik re Duff & Phelps interview (.2). | DLL | 0.80 | 575.00 | 460.00 |
| 07/13/17 | (B300.B320) Review and revise draft chapter 11 plan. | DLL | 1.20 | 575.00 | 690.00 |
| 07/13/17 | (B100.B160) File fee statements for FBT and Province. | EPS | 0.30 | 255.00 | 76.50 |
| 07/14/17 | (B300.B310) Review Debtors' responses and declarations re CSVH Crossroads and Wolf Creek administrative expenses. | DLL | 0.20 | 575.00 | 115.00 |
| 07/14/17 | (B100.B120) Review and respond to emails from Debtors' counsel re emails and other document production matters related to Committee investigation (.3); emails to Province and R. Gold re same (.3). | DLL | 0.60 | 575.00 | 345.00 |
| 07/14/17 | (B100.B110) Review and respond to emails from R. Gold and B. Koenig re July 18 hearing issues. | DLL | 0.30 | 575.00 | 172.50 |
| 07/14/17 | (B300.B320) Review, revise and redline chapter 11 plan draft. | DLL | 2.40 | 575.00 | 1,380.00 |
| 07/14/17 | (B300.B320) Attention to plan review and related case issues. | REG | 0.90 | 580.00 | 522.00 |
| 07/14/17 | (B100.B190) Attention to diligence and related issues for UCC. | REG | 0.80 | 580.00 | 464.00 |

August 15, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11124552

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|--|------|-------|--------|----------|
| 07/16/17 | (B300.B320) Review, revise and redline chapter 11 plan draft. | DLL | 1.20 | 575.00 | 690.00 |
| 07/18/17 | (B300.B320) Review and revise chapter 11 plan draft (1.5); email to R. Gold re review of same (.2); email to J. Netznik re status of chapter 11 plan review (.2). | DLL | 1.90 | 575.00 | 1,092.50 |
| 07/18/17 | (B100.B120) Prepare for interview with Duff & Phelps re Committee investigation issues. | DLL | 0.90 | 575.00 | 517.50 |
| 07/18/17 | (B100.B160) Review June pro forma. | EPS | 0.70 | 255.00 | 178.50 |
| 07/18/17 | (B100.B190) Attention to diligence and investigation issues for UCC re pre-petition acts and conduct. | REG | 1.00 | 580.00 | 580.00 |
| 07/19/17 | (B100.B110) Receipt and review of supplemental assumption and rejection motions. | AJW | 0.40 | 220.00 | 88.00 |
| 07/19/17 | (B100.B120) Prepare for interview with Duff & Phelps re Committee investigation (.9); conference call with B. Koenig re same (.3); participate in Duff & Phelps interview (.8). | DLL | 2.00 | 575.00 | 1,150.00 |
| 07/19/17 | (B100.B190) Review draft joint defense agreement with Debtors re Comenity Bank matter (.4); emails to B. Koenig re approval of same (.2). | DLL | 0.60 | 575.00 | 345.00 |
| 07/19/17 | (B100.B120) Review emails and documents produced by Debtors' counsel re Committee investigation into potential D&O claims (.8); review and respond to Province emails re same (.4). | DLL | 1.20 | 575.00 | 690.00 |
| 07/19/17 | (B100.B120) Participate on call with UCC, Duff & Phelps and K&E; attention to investigation issues. | REG | 1.30 | 580.00 | 754.00 |
| 07/19/17 | (B100.B110) Attention to case filings. | REG | 0.40 | 580.00 | 232.00 |
| 07/20/17 | (B100.B120) Review additional emails and documents produced by Debtors' professionals re Committee D&O investigation (1.6); review and respond to Province emails re same (.3). | DLL | 1.90 | 575.00 | 1,092.50 |
| 07/20/17 | (B300.B320) Review and revise chapter 11 plan (.9); email to R. Gold (.2). | DLL | 1.10 | 575.00 | 632.50 |
| 07/20/17 | (B100.B120) Review research memo re potential claims against D&Os (.8); emails to M. Wagner re duty of oversight research under Delaware law (.3). | DLL | 1.20 | 575.00 | 690.00 |
| 07/20/17 | (B300.B320) Attention to revised plan language and comments re same. | REG | 0.90 | 580.00 | 522.00 |
| 07/20/17 | (B200.B230) Attention to emails with counsel for Wells Fargo and Province regarding release of \$3.0 million escrow by lenders and attention to issues re same. | REG | 0.50 | 580.00 | 290.00 |
| 07/21/17 | (B100.B110) Review supplemental assumption and rejection motions. | AJW | 0.30 | 220.00 | 66.00 |
| 07/21/17 | (B100.B150) Communicate with Committee re supplemental assumption and rejection motions. | AJW | 0.30 | 220.00 | 66.00 |

August 15, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11124552

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|---|------|-------|--------|----------|
| 07/21/17 | (B300.B320) Review and respond to R. Gold emails re additional revisions to draft plan re D&O policies and indemnification claims (.4); revise draft chapter 11 plan re same and additional revisions (1.3); telephone conference with J. Netznik re plan revision status (.1); draft and send email to Debtors' professionals re Committee proposed revisions to chapter 11 plan (.4); email to Province re same (.2); review Province email re plan issues (.2). | DLL | 2.60 | 575.00 | 1,495.00 |
| 07/21/17 | (B100.B120) Conference with R. Gold re D&O investigation memo to Committee (.2); review D&O claims research memo re same (.5); review D. Lutz letter to K&E re Committee investigation and potential claims re same (.4). | DLL | 1.10 | 575.00 | 632.50 |
| 07/21/17 | (B300.B320) Review mark up of plan and provide comments and emails to and with DLL re same. | REG | 1.00 | 580.00 | 580.00 |
| 07/24/17 | (B300.B320) Email chapter 11 plan and unredacted board minutes to Province (.2); review and respond to Province emails re same (.3). | DLL | 0.50 | 575.00 | 287.50 |
| 07/24/17 | (B300.B320) Draft research and analysis memo to Committee re investigation conclusions and plan recommendation | DLL | 1.70 | 575.00 | 977.50 |
| 07/24/17 | (B300.B320) Review draft disclosure statement. | DLL | 1.10 | 575.00 | 632.50 |
| 07/25/17 | (B300.B320) Attention to chapter 11 plan issues with respect to distributions to general unsecured creditors (0.5); communicate with D. Lutz re same (0.2). | AJW | 0.70 | 220.00 | 154.00 |
| 07/25/17 | (B100.B120) Draft memo to Committee with research, analysis and conclusions re investigation of director and officers claims. | DLL | 1.40 | 575.00 | 805.00 |
| 07/25/17 | (B300.B320) Review Debtors' revised plan and compare to Committee redline (.9); emails to R. Gold re deathtrap provisions for general unsecured creditor treatment (.2); review K&E plans from A. Webb re treatment of general unsecured claims (.2). | DLL | 1.30 | 575.00 | 747.50 |
| 07/25/17 | (B100.B120) Review B. Weiland email re A. Hall interview for Committee investigation (.2); emails to B. Koenig re same (.3); email to B. Weiland re scheduling of A. Hall interview (.2). | DLL | 0.70 | 575.00 | 402.50 |
| 07/25/17 | (B300.B320) Review draft disclosure statement. | DLL | 0.90 | 575.00 | 517.50 |
| 07/25/17 | (B300.B320) Emails and issues re revised plan and DS documents. | REG | 0.70 | 580.00 | 406.00 |
| 07/26/17 | (B300.B320) Attention to additional issues re chapter 11 plan and distributions to unsecured creditors. | AJW | 0.50 | 220.00 | 110.00 |
| 07/26/17 | (B300.B320) Draft and revise memo to Committee re investigation of D&O claims and chapter 11 plan estate release. | DLL | 1.50 | 575.00 | 862.50 |
| 07/26/17 | (B300.B320) Review treatment of general unsecured claims under Payless, Rue 21, Gymboree and BCBG chapter 11 plans. | DLL | 0.70 | 575.00 | 402.50 |
| 07/26/17 | (B300.B320) Review revised chapter 11 plan from Debtors' counsel (.9); emails to and from R. Gold re same (.4). | DLL | 1.30 | 575.00 | 747.50 |

August 15, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11124552

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|--|------|-------|--------|----------|
| 07/26/17 | (B100.B110) Attention to and review of admin orders and case filings. | REG | 0.50 | 580.00 | 290.00 |
| 07/26/17 | (B300.B310) Attention to communication with Province and work re claim updates and resolution issues. | REG | 0.50 | 580.00 | 290.00 |
| 07/27/17 | (B100.B150) Communications with UCC re distributions to general unsecured creditors. | AJW | 0.50 | 220.00 | 110.00 |
| 07/27/17 | (B300.B320) Prepare for A. Hall interview (1.0); emails to and from Debtors' counsel re scheduling of same (.3); telephone conference with J. Netznik re same (.2); emails to and from Province re same (.3). | DLL | 1.80 | 575.00 | 1,035.00 |
| 07/27/17 | (B300.B320) Draft research/analysis memo to Committee re D&O claims and chapter 11 plan. | DLL | 1.90 | 575.00 | 1,092.50 |
| 07/27/17 | (B100.B160) Draft and file certifications of no objection for FBT and Province. | EPS | 0.40 | 255.00 | 102.00 |
| 07/27/17 | (B300.B310) Attention to issues re emails and call with L. Peters of Kutak re cite claims and release issues. | REG | 0.70 | 580.00 | 406.00 |
| 07/27/17 | (B300.B320) Attention to issues re review and comments to disclosure statement. | REG | 1.00 | 580.00 | 580.00 |
| 07/28/17 | (B100.B120) Research issues re actual fraud and improper distribution of dividends re Committee investigation. | AJW | 0.50 | 220.00 | 110.00 |
| 07/28/17 | (B100.B120) Emails to and from Debtors counsel re scheduling of A. Hall interview (.6); conference with B. Koenig re preparation for interview (.3); email to B. Koenig re same (.2). | DLL | 1.10 | 575.00 | 632.50 |
| 07/28/17 | (B100.B120) Conference with A. Webb re actual fraudulent conveyance and badges of fraud re dividend recapitalization (.2); review email with statutory analysis from A. Webb (.5). | DLL | 0.70 | 575.00 | 402.50 |
| 07/28/17 | (B100.B120) Draft and revise research/analysis memo to Committee re investigation conclusions. | DLL | 1.60 | 575.00 | 920.00 |
| 07/28/17 | (B100.B160) Compile information and draft FBT's fourth monthly fee statement. | EPS | 0.50 | 255.00 | 127.50 |
| 07/31/17 | (B100.B120) Prepare for and participate in Committee investigation interview of A. Hall (1.8); conference call with B. Koenig re same (.3); update Committee investigation research memo re same (.4). | DLL | 2.50 | 575.00 | 1,437.50 |
| 07/31/17 | (B100.B120) Review actual fraudulent conveyance standards and badges of fraud re Committee investigation issues. | DLL | 0.60 | 575.00 | 345.00 |
| 07/31/17 | (B300.B320) Telephone conference with J. Netznik re revisions/negotiation re chapter 11 plan (.3); review redline of plan (.34; emails to and from R. Gold re same (.2). | DLL | 0.90 | 575.00 | 517.50 |
| 07/31/17 | (B100.B160) Finalize and file FBT's fourth monthly fee statement. | EPS | 0.10 | 255.00 | 25.50 |

August 15, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11124552

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|--------------|----------------------|------|--------------|--------|------------------|
| 07/31/17 | (B300.B320) K&E. | REG | 1.10 | 580.00 | 638.00 |
| TOTAL | | | 98.80 | | 54,183.50 |

PERSONNEL FEE SUMMARY

| INIT | NAME | RANK | HOURS | RATE | AMOUNT |
|--------------|------------------|----------------|--------------|--------|--------------------|
| REG | Gold, Ronald E | Member | 12.60 | 580.00 | 7,308.00 |
| DLL | Lutz, Douglas L. | Member | 78.20 | 575.00 | 44,965.00 |
| AJW | Webb, Adam J | Associate | 3.70 | 220.00 | 814.00 |
| EPS | Severini, Erin P | Staff Attorney | 4.30 | 255.00 | 1,096.50 |
| TOTAL | | | 98.80 | | \$54,183.50 |

ITEMIZED COSTS

| DATE | DESCRIPTION | AMOUNT |
|----------|-----------------------|--------|
| 07/07/17 | Conference Call | 18.72 |
| 07/07/17 | Air Fare | 549.00 |
| 07/11/17 | Taxi Service | 99.23 |
| 07/11/17 | Taxi Service | 82.69 |
| 07/13/17 | United Parcel Service | 11.93 |
| 07/13/17 | United Parcel Service | 15.65 |
| 07/13/17 | United Parcel Service | 15.65 |
| 07/13/17 | United Parcel Service | 15.65 |
| 07/13/17 | United Parcel Service | 15.65 |
| 07/13/17 | United Parcel Service | 15.65 |
| 07/13/17 | United Parcel Service | 15.65 |

SUMMARIZED COSTS

August 15, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11124552

| DESCRIPTION | QTY | PER UNIT | TOTAL |
|----------------------|--------|----------|---------|
| Reproductions | 713.00 | 0.10 | 71.30 |
| Reproductions Duplex | 24.00 | 0.08 | 1.92 |
| TOTAL | | | \$73.22 |

TOTAL COSTS \$928.69

**Frost
Brown Todd** LLC
A T T O R N E Y S

P.O. Box 5716
Cincinnati, OH 45201-5716
(513) 651-6800
Facsimile (513) 651-6981
www.frostbrowntodd.com

Official Committee of Unsecured Creditors of Gordmans
Stores, Inc.
Attn: Jeffrey N. Pomerantz
10100 Santa Monica Boulevard, 11th Floor
Los Angeles, CA 90067-4100

FED. ID# 61-0722001
September 21, 2017
Invoice # 11132403
Account # 0135890.0646308

REGARDING: Gordmans Stores Chapter 11 Cases

For Professional Services Rendered Through August 31, 2017
Other Charges Through August 31, 2017

\$50,350.00

\$351.03

TOTAL THIS INVOICE

\$50,701.03

THANK YOU
PAYMENT APPRECIATED WITHIN 30 DAYS
PLEASE INCLUDE YOUR INVOICE NUMBER ON CHECK

PHASE & TASK SUMMARY

| PHASE | TASK | DESCRIPTION | HOURS | AMOUNT |
|--------------|-------------|---|--------------|--------------------|
| B100 | B110 | Case Administration | 2.30 | 1,224.50 |
| B100 | B120 | Asset Analysis and Recovery | 0.60 | 348.00 |
| B100 | B150 | Meetings of and Communications with Creditors | 1.80 | 862.00 |
| B100 | B160 | Fee/Employment Applications | 4.50 | 1,147.50 |
| B100 | B170 | Fee/Employment Objections | 0.30 | 174.00 |
| B100 | B180 | Avoidance Action Analysis | 10.30 | 5,429.50 |
| B100 | B190 | Other Contested Matters (excluding assumption/rej | 1.10 | 632.50 |
| TOTAL | | | 20.90 | \$9,818.00 |
| B300 | B310 | Claims Administration and Objections | 3.50 | 2,022.00 |
| B300 | B320 | Plan and Disclosure Statement(including Business | 68.20 | 38,510.00 |
| TOTAL | | | 71.70 | \$40,532.00 |
| E100 | E101 | Copying | | 7.12 |
| E100 | E101 | Copying | | 51.70 |
| E100 | E102 | Outside Printing | | 6.60 |
| E100 | E105 | Telephone | | 41.94 |
| E100 | E107 | Delivery services/Messengers | | 243.67 |
| TOTAL | | | 0.00 | \$351.03 |

ITEMIZED SERVICES

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|---|------|-------|--------|----------|
| 08/01/17 | (B300.B320) Draft, revise and finalize initial draft of memo to Committee re investigation of D&O claims (1.5); draft and send email to B. Koenig and R. Gold re same review of same (.3); review B. Koenig comments to memo (.2). | DLL | 2.00 | 575.00 | 1,150.00 |
| 08/01/17 | (B300.B320) Telephone conference with J. Netznik re plan approval process for Committee and status of same (.3); review B. Weiland email re same (.2). | DLL | 0.50 | 575.00 | 287.50 |
| 08/01/17 | (B300.B320) Review Province email re estimate of timing of effective date under plan for cash analysis purposes (.2); review plan re effective date conditions (.3); emails to Province with analysis of estimate of effective date timing (.4). | DLL | 0.90 | 575.00 | 517.50 |
| 08/01/17 | (B300.B320) Attention to issues re plan release and investigation issues. | REG | 1.00 | 580.00 | 580.00 |
| 08/02/17 | (B300.B320) Attention to issues re disclosure statement and plan with respect to creditor distributions. | AJW | 0.40 | 220.00 | 88.00 |
| 08/02/17 | (B300.B320) Review B. Weiland email re status of Committee approval of plan and procedure/actions going forward (.2); draft and send response email re same (.4). | DLL | 0.60 | 575.00 | 345.00 |
| 08/02/17 | (B300.B320) Draft memo to Committee re meeting to approve chapter 11 plan and analysis/summary of chapter 11 plan (1.5); email to R. Gold re same (.2); review R. Gold comments/revisions to Committee plan analysis (.2); revise and send same to Committee (.5). | DLL | 2.40 | 575.00 | 1,380.00 |
| 08/02/17 | (B300.B320) Review R. Gold and B. Koenig comments/revisions to memo to Committee re investigation and analysis of potential D&O claims (.7); review actual fraudulent conveyance standards and caselaw re same (.9); revise memo (1.1); email to R. Gold and B. Koenig re same (.2). | DLL | 2.90 | 575.00 | 1,667.50 |
| 08/02/17 | (B300.B320) Review and respond to B. Koenig emails re additional interview with Province re solvency analysis (.2); review solvency analysis (.3). | DLL | 0.50 | 575.00 | 287.50 |
| 08/02/17 | (B100.B120) Attention to issues re avoidance action analysis. | REG | 0.30 | 580.00 | 174.00 |
| 08/02/17 | (B300.B320) Attention to plan issues and approval of UCC re same; review and comments re same. | REG | 1.70 | 580.00 | 986.00 |
| 08/02/17 | (B300.B320) Attention to issues re investigation and analysis re plan release provisions and comments re same. | REG | 0.80 | 580.00 | 464.00 |
| 08/03/17 | (B300.B320) Review additional proposed revisions to Committee D&O investigation memo from B. Koenig and R. Gold (.6); revise memo (.8); email to R. Gold and B. Koenig re same, Province discussion re solvency analysis, and procedure to deliver memo to Committee (.4). | DLL | 1.80 | 575.00 | 1,035.00 |

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|---|------|-------|--------|----------|
| 08/03/17 | (B300.B320) Review R. Gold revisions to Disclosure Statement. | DLL | 0.90 | 575.00 | 517.50 |
| 08/03/17 | (B100.B160) Draft Province's Fourth Monthly Fee Statement. | EPS | 0.40 | 255.00 | 102.00 |
| 08/03/17 | (B300.B320) Attention to review and comment to disclosure statement. | REG | 1.80 | 580.00 | 1,044.00 |
| 08/03/17 | (B300.B320) Attention to review and comment to memo to UCC. | REG | 0.90 | 580.00 | 522.00 |
| 08/03/17 | (B300.B320) Attention to issues re assumed leases and LL inquiries re same. | REG | 0.40 | 580.00 | 232.00 |
| 08/04/17 | (B300.B320) Review and revise R. Gold comments to Disclosure Statement (.9); draft and send email to R. Gold re same (.2); review Disclosure Statement draft provided to Debtors' counsel (.4). | DLL | 1.50 | 575.00 | 862.50 |
| 08/04/17 | (B300.B320) Prepare for and participate in conference call with Committee professionals re investigation conclusions and chapter 11 plan issues. | DLL | 0.90 | 575.00 | 517.50 |
| 08/04/17 | (B300.B320) Review and respond to Committee members re plan administrator issues. | DLL | 0.70 | 575.00 | 402.50 |
| 08/04/17 | (B100.B160) Finalize Province's Fourth Monthly Fee Statement; send email to C. Cabello re same. | EPS | 0.20 | 255.00 | 51.00 |
| 08/04/17 | (B300.B320) Update call with advisors re plan and related issues. | REG | 0.40 | 580.00 | 232.00 |
| 08/04/17 | (B100.B120) Attention to monthly fee statement issues. | REG | 0.30 | 580.00 | 174.00 |
| 08/04/17 | (B300.B320) Attention to issues re revised disclosure statement and review and comments re same. | REG | 1.50 | 580.00 | 870.00 |
| 08/04/17 | (B100.B150) Call with creditor re case issues. | REG | 0.20 | 580.00 | 116.00 |
| 08/04/17 | (B300.B320) Attention to final discussion and issues re plan release issues and investigation. | REG | 0.90 | 580.00 | 522.00 |
| 08/07/17 | (B300.B320) Attention to issues re plan administrator proposal. | AJW | 0.80 | 220.00 | 176.00 |
| 08/07/17 | (B300.B320) Review Gottlieb plan administrator resume and fee proposal (.4); draft and send email to Committee members re same (.4). | DLL | 0.80 | 575.00 | 460.00 |
| 08/07/17 | (B100.B190) Telephone conference and email with B. Koenig re Comenity Bank status and issues (.3); telephone conference with Comenity Bank counsel (.2). | DLL | 0.50 | 575.00 | 287.50 |
| 08/07/17 | (B300.B320) Review Province draft analysis of cash available on effective date (.5); emails to Province re same (.3). | DLL | 0.80 | 575.00 | 460.00 |
| 08/07/17 | (B300.B320) Review proposed revisions to disclosure statement in preparation for call with Debtors' counsel (.5); participate in conference call with Debtors' counsel re review of Committee proposed revisions to disclosure statement (.5). | DLL | 1.00 | 575.00 | 575.00 |

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|---|------|-------|--------|----------|
| 08/07/17 | (B300.B320) Review plan summary and investigation memo in preparation for Committee call to approve chapter 11 plan (1.0); participate in Committee call to approve plan (.8). | DLL | 1.80 | 575.00 | 1,035.00 |
| 08/07/17 | (B300.B320) Attention to issues, calls and emails re plan and plan administrator proposal and duties. | REG | 1.50 | 580.00 | 870.00 |
| 08/07/17 | (B300.B320) Emails and review of documents re UCC revisions to plan and DS. | REG | 1.50 | 580.00 | 870.00 |
| 08/07/17 | (B300.B320) Attention to issues re UCC memo re investigations and plan release issues. | REG | 0.80 | 580.00 | 464.00 |
| 08/08/17 | (B100.B150) Attention to issues re UCC membership (0.3); communications with UCC re same (0.2). | AJW | 0.50 | 220.00 | 110.00 |
| 08/08/17 | (B300.B320) Draft and send email to K&E re Committee approval of plan by Committee (.5); review and respond to emails re same (.2). | DLL | 0.70 | 575.00 | 402.50 |
| 08/08/17 | (B300.B320) Review Debtor release provisions re Committee members in other retail K&E plans (.9); email to R.Gold re same (.2). | DLL | 1.10 | 575.00 | 632.50 |
| 08/08/17 | (B100.B190) Conference and email with Comenity Bank counsel re estimated timing of plan confirmation and related issues(.4); email to B. Koenig re same (.2). | DLL | 0.60 | 575.00 | 345.00 |
| 08/08/17 | (B300.B320) Review revisions to disclosure statement. | DLL | 0.90 | 575.00 | 517.50 |
| 08/08/17 | (B100.B160) Review July pro forma. | EPS | 0.50 | 255.00 | 127.50 |
| 08/08/17 | (B100.B110) Attention to review of entered orders. | REG | 0.40 | 580.00 | 232.00 |
| 08/09/17 | (B300.B320) Review plan administrator proposals from Committee members. | DLL | 0.50 | 575.00 | 287.50 |
| 08/09/17 | (B300.B320) Review final version of disclosure statement for filing. | DLL | 1.30 | 575.00 | 747.50 |
| 08/09/17 | (B100.B160) Finalize and file Province's Fourth Monthly Fee Statement. | EPS | 0.20 | 255.00 | 51.00 |
| 08/09/17 | (B300.B320) Communications with committee members re plan administrator and related plan issues. | REG | 1.00 | 580.00 | 580.00 |
| 08/10/17 | (B100.B110) Review monthly operating report. | DLL | 0.30 | 575.00 | 172.50 |
| 08/10/17 | (B300.B320) Telephone conference with Kelley Drye re potential engagement as plan administrator (.2); review and respond to emails re same (.4). | DLL | 0.60 | 575.00 | 345.00 |
| 08/10/17 | (B300.B320) Review Drive Train and Pirinate Consulting plan administrator engagement proposals (.8); emails to E. Neiger re same (.3). | DLL | 1.10 | 575.00 | 632.50 |
| 08/10/17 | (B300.B320) Review revised disclosure statement (.9); emails to K&E re status of Board approval of Plan and procedure for confirmation hearing (.6). | DLL | 1.50 | 575.00 | 862.50 |

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|---|------|-------|--------|----------|
| 08/10/17 | (B300.B320) Attention to plan and plan administrator issues and proposals. | REG | 0.50 | 580.00 | 290.00 |
| 08/11/17 | (B300.B320) Conference with K&E re Board approval of plan and procedure moving forward (.2); review final redlines of disclosure statement from K&E (.5); emails to R. Gold (.2). | DLL | 0.90 | 575.00 | 517.50 |
| 08/11/17 | (B300.B320) Emails with K&E re revised plan and disclosure statement and review and comment re same and attention to issues re plan and disclosure statement motion. | REG | 2.00 | 580.00 | 1,160.00 |
| 08/14/17 | (B300.B320) Review filed chapter 11 plan and filed disclosure statement. | DLL | 1.10 | 575.00 | 632.50 |
| 08/14/17 | (B300.B320) Review court notice of non-compliance re plan and disclosure statement (.1); review local rule re same (.3); review email from L. Peters and notice of status conference (.2). | DLL | 0.60 | 575.00 | 345.00 |
| 08/14/17 | (B300.B320) Review plan administrator proposals (.7); draft analysis memo for Committee (.4). | DLL | 1.10 | 575.00 | 632.50 |
| 08/14/17 | (B100.B180) Review Province preference analysis (.6); emails to C. Cabello re same (.3). | DLL | 0.90 | 575.00 | 517.50 |
| 08/14/17 | (B100.B160) Draft certificate of no objection to FBT's Fourth Monthly Fee Statement. | EPS | 0.20 | 255.00 | 51.00 |
| 08/14/17 | (B300.B320) Email and issues re plan and disclosure statement timeline and related issues. | REG | 0.40 | 580.00 | 232.00 |
| 08/14/17 | (B100.B150) Response to creditor inquiries. | REG | 0.30 | 580.00 | 174.00 |
| 08/15/17 | (B100.B110) Communications re status conference. | AJW | 0.30 | 220.00 | 66.00 |
| 08/15/17 | (B300.B320) Attention to issues re revisions to plan and disclosure statement in preparation for filing. | AJW | 0.40 | 220.00 | 88.00 |
| 08/15/17 | (B300.B320) Review plan administrator proposals (.9); draft Committee memo/chart analyzing fee and qualification proposals (.7). | DLL | 1.60 | 575.00 | 920.00 |
| 08/15/17 | (B100.B180) Review Province preliminary preference analysis (.7); review large preference claimant exposure issues (.6); email to A. Webb re preference analysis (.3). | DLL | 1.60 | 575.00 | 920.00 |
| 08/15/17 | (B100.B150) Review and respond to email from general unsecured creditor re plan and disclosure statement. | DLL | 0.40 | 575.00 | 230.00 |
| 08/15/17 | (B300.B320) Finalize plan administrator fee proposal analysis. | DLL | 0.50 | 575.00 | 287.50 |
| 08/15/17 | (B100.B160) Finalize and file certificate of no objection to FBT's Fourth Monthly Fee Statement. | EPS | 0.20 | 255.00 | 51.00 |
| 08/15/17 | (B100.B150) Attention to creditor inquiries. | REG | 0.20 | 580.00 | 116.00 |
| 08/16/17 | (B300.B320) Calls with Kelly Drye re meta advisors and plan administrator issues and attention to UCC issues re same. | REG | 0.50 | 580.00 | 290.00 |
| 08/16/17 | (B100.B110) Attend status conference (telephonic) re case and follow up calls with co-counsel and UCC members re same. | REG | 0.90 | 580.00 | 522.00 |

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|---|------|-------|--------|--------|
| 08/17/17 | (B300.B320) Receipt and review of filed plan and disclosure statement. | AJW | 0.40 | 220.00 | 88.00 |
| 08/17/17 | (B300.B320) Review emails from R. Gold to Committee re plan administrator selection (.2); review Plan Administrator fee proposal memo (.2); email to R. Gold re same (.1). | DLL | 0.50 | 575.00 | 287.50 |
| 08/17/17 | (B300.B320) Review hearing transcript re status conference for combined plan and disclosure statement (.4); email to R. Gold re combined plan and disclosure statement hearing (.1). | DLL | 0.50 | 575.00 | 287.50 |
| 08/17/17 | (B100.B180) Follow up emails to Province re preference analysis issues. | DLL | 0.50 | 575.00 | 287.50 |
| 08/17/17 | (B300.B320) Attention to emails and communications with committee re plan issues and follow up re same. | REG | 0.70 | 580.00 | 406.00 |
| 08/18/17 | (B300.B320) Further review of filed plan and disclosure statement. | AJW | 0.30 | 220.00 | 66.00 |
| 08/18/17 | (B300.B320) Review draft motion to combine disclosure statement and confirmation hearing (.6); review R. Gold emails re same (.3). | DLL | 0.90 | 575.00 | 517.50 |
| 08/18/17 | (B300.B320) Further communications with members of the UCC re plan and related issues. | REG | 0.70 | 580.00 | 406.00 |
| 08/18/17 | (B100.B150) Attention to creditor inquiries. | REG | 0.20 | 580.00 | 116.00 |
| 08/18/17 | (B300.B320) Emails with K&E re plan and motion to approve related procedures; review and comments re same. | REG | 0.90 | 580.00 | 522.00 |
| 08/21/17 | (B300.B320) Telephone conference with creditor re plan and disclosure statement (.2); follow up email re same (.2). | DLL | 0.40 | 575.00 | 230.00 |
| 08/21/17 | (B300.B320) Attention to plan administrator issues and emails and calls re same. | REG | 1.00 | 580.00 | 580.00 |
| 08/22/17 | (B100.B180) Attention to issues re preference claims and pursuit of same. | AJW | 0.40 | 220.00 | 88.00 |
| 08/22/17 | (B100.B180) Review Province preference summary analysis (.6); emails to C. Cabello re conference call re same (.3). | DLL | 0.90 | 575.00 | 517.50 |
| 08/22/17 | (B300.B320) Review and respond to S. Fox email and attention to issues raised re plan provisions. | REG | 0.10 | 580.00 | 58.00 |
| 08/23/17 | (B100.B180) Review individual preference analysis from Province for certain potential defendants (.8); conference with and emails to A. Webb re documentation and related information necessary for Plan Administrator to pursue preference claims (.5); emails to R. Gold re same (.2). | DLL | 1.50 | 575.00 | 862.50 |
| 08/23/17 | (B100.B160) Draft certificate of no objection for Province's fee statement. | EPS | 0.20 | 255.00 | 51.00 |
| 08/23/17 | (B100.B110) Attention to filing issues and issues re consents re fee statements. | REG | 0.30 | 580.00 | 174.00 |
| 08/24/17 | (B100.B160) Draft FBT's fifth monthly fee statement. | EPS | 0.40 | 255.00 | 102.00 |

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|---|------|-------|--------|----------|
| 08/25/17 | (B100.B180) Review additional preference analysis of certain vendors from Province. | DLL | 0.60 | 575.00 | 345.00 |
| 08/25/17 | (B100.B160) Continue working on FBT's fifth monthly fee statement. | EPS | 0.20 | 255.00 | 51.00 |
| 08/25/17 | (B100.B160) Finalize and file Province's certificate of no objection to fee statement. | EPS | 0.20 | 255.00 | 51.00 |
| 08/25/17 | (B100.B160) Draft notice of change in hourly rates; emails with C. Cabello and R. Gold re same. | EPS | 0.40 | 255.00 | 102.00 |
| 08/25/17 | (B100.B180) Attention to issues re avoidance actions. | REG | 0.40 | 580.00 | 232.00 |
| 08/25/17 | (B300.B320) Attention to plan issues and issues re Wells Fargo position. | REG | 0.30 | 580.00 | 174.00 |
| 08/25/17 | (B100.B110) Call with L. Peters re miscellaneous matters. | REG | 0.10 | 580.00 | 58.00 |
| 08/27/17 | (B300.B320) Emails with Jim Carr of Meta Advisors re plan administrator and attention to issues re same. | REG | 0.50 | 580.00 | 290.00 |
| 08/28/17 | (B100.B180) Conference re preference claim analysis (0.3); analyze preference issues (0.4). | AJW | 0.70 | 220.00 | 154.00 |
| 08/28/17 | (B300.B320) Review L. Peters email re Comenity Bank and confirmation issues (.2); review solicitation procedures re potential objection to Comenity Bank claims for voting purposes (.6); emails to and from R. Gold re same (.3). | DLL | 1.10 | 575.00 | 632.50 |
| 08/28/17 | (B100.B180) Prepare for preference conference call with Province (.6); email to R. Gold re same (.1); participate in conference call with Province re preference review and documents/information necessary for plan administrator prosecution of same (.4); emails to A. Webb re same (.5). | DLL | 1.60 | 575.00 | 920.00 |
| 08/28/17 | (B300.B320) Review solicitation procedures re Committee support letter (.5); emails to R. Gold re same (.2); draft committee plan support letter (.4). | DLL | 1.10 | 575.00 | 632.50 |
| 08/28/17 | (B300.B320) Review emails from Plan Administrator re confirmation process, claims agent and review of confirmation order (.3); emails to R. Gold re same (.2). | DLL | 0.50 | 575.00 | 287.50 |
| 08/28/17 | (B100.B180) Call with FBT and Province re avoidance action issues. | REG | 0.40 | 580.00 | 232.00 |
| 08/28/17 | (B300.B310) Attention to emails and issues re Comenity Bank. | REG | 0.20 | 580.00 | 116.00 |
| 08/28/17 | (B300.B320) Attention to plan administrator issues. | REG | 0.30 | 580.00 | 174.00 |
| 08/28/17 | (B300.B310) Review newly filed claims and attention to claim analysis. | REG | 0.60 | 580.00 | 348.00 |
| 08/29/17 | (B300.B320) Review plan solicitation procedures, disclosure statement and plan re preparation of Creditors' Committee plan support letter (1.2); draft and revise Committee plan support letter (.9); emails to R. Gold re same (.2). | DLL | 2.30 | 575.00 | 1,322.50 |

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|--------------|---|------|--------------|--------|------------------|
| 08/29/17 | (B100.B160) Revise, finalize and file notice of change in hourly rates. | EPS | 0.40 | 255.00 | 102.00 |
| 08/29/17 | (B100.B160) Finalize and file FBT's fifth monthly fee statement. | EPS | 0.20 | 255.00 | 51.00 |
| 08/29/17 | (B100.B160) Draft Province's fifth monthly fee statement. | EPS | 0.40 | 255.00 | 102.00 |
| 08/29/17 | (B300.B320) Attention to email and issues re UCC letter of support. | REG | 0.20 | 580.00 | 116.00 |
| 08/29/17 | (B100.B170) Attention to issues re Duff and Phelps and calls with counsel re same. | REG | 0.30 | 580.00 | 174.00 |
| 08/30/17 | (B300.B320) Draft and send email to Province and B. Koenig re approval of Committee plan support letter (.5); review Province response to same (.2); revise Committee support letter re same (.3). | DLL | 1.00 | 575.00 | 575.00 |
| 08/30/17 | (B300.B320) Review motion to approve combined plan/disclosure statement and hearing and to approve solicitation procedures re potential September 7 hearing (.5); emails to B. Koenig re hearing issues (.3). | DLL | 0.80 | 575.00 | 460.00 |
| 08/30/17 | (B100.B160) Continue to work on Province's fifth monthly fee statement. | EPS | 0.20 | 255.00 | 51.00 |
| 08/31/17 | (B100.B180) Analysis of preferential transfers. | AJW | 0.30 | 220.00 | 66.00 |
| 08/31/17 | (B300.B320) Review B. Koenig and R. Gold revisions to Committee plan support letter (.2); revise and finalize Committee support letter (.4); two (2) emails to K&E re review of same (.4). | DLL | 1.00 | 575.00 | 575.00 |
| 08/31/17 | (B300.B310) Review Comenity Bank lost profits proof of claim re private label credit card agreement (.2); review Comenity Bank proof of claim, complaint and counterclaim in Limited chapter 11 case (.9); review Chase private label litigation in Circuit City chapter 11 case (.5). | DLL | 1.60 | 575.00 | 920.00 |
| 08/31/17 | (B100.B180) Review additional preference documents/information from Province. | DLL | 0.50 | 575.00 | 287.50 |
| 08/31/17 | (B100.B160) Finalize and file Province's fifth monthly fee statement. | EPS | 0.20 | 255.00 | 51.00 |
| 08/31/17 | (B300.B310) Email and call with L. Peters re Comenity Bank POC and review of same. | REG | 0.50 | 580.00 | 290.00 |
| 08/31/17 | (B300.B310) Discussion with Province re same. | REG | 0.20 | 580.00 | 116.00 |
| 08/31/17 | (B300.B310) Review Comenity Bank claims filed in other cases with similar facts. | REG | 0.40 | 580.00 | 232.00 |
| TOTAL | | | 92.60 | | 50,350.00 |

PERSONNEL FEE SUMMARY

September 21, 2017
 Gordmans Stores Chapter 11 Cases
 Account # 0135890.0646308
 Invoice # 11132403

| INIT | NAME | RANK | HOURS | RATE | AMOUNT |
|--------------|------------------|----------------|--------------|--------|--------------------|
| REG | Gold, Ronald E | Member | 28.50 | 580.00 | 16,530.00 |
| DLL | Lutz, Douglas L. | Member | 55.10 | 575.00 | 31,682.50 |
| AJW | Webb, Adam J | Associate | 4.50 | 220.00 | 990.00 |
| EPS | Severini, Erin P | Staff Attorney | 4.50 | 255.00 | 1,147.50 |
| TOTAL | | | 92.60 | | \$50,350.00 |

ITEMIZED COSTS

| DATE | | DESCRIPTION | AMOUNT |
|----------|-----------------------|--|--------|
| 07/31/17 | United Parcel Service | United Parcel Service -- Next Day Air to Jerry L. Jensen, Office of the US Trustee fo | 15.80 |
| 07/31/17 | United Parcel Service | United Parcel Service -- Next Day Air to Steven Fox and Donal, Riemer Braunstein LLP | 14.83 |
| 07/31/17 | United Parcel Service | United Parcel Service -- Next Day Air to Jeffrey M. Wolf, Greenberg Traurig, LLP | 15.80 |
| 07/31/17 | United Parcel Service | United Parcel Service -- Next Day Air to Brian J. Koenig, Koley Jessen P.C., L.L.O. | 15.80 |
| 07/31/17 | United Parcel Service | United Parcel Service -- Next Day Air to Brad Weiland and Jam, Kirkland & Ellis LLP | 12.05 |
| 07/31/17 | United Parcel Service | United Parcel Service -- Next Day Air to Jeffrey T. Wegner an, Kutak Rock LLP | 15.80 |
| 07/31/17 | United Parcel Service | United Parcel Service -- Next Day Air to Andy Hall and James, Gordmans Stores, Inc. | 15.80 |
| 07/31/17 | United Parcel Service | United Parcel Service -- Next Day Air to Robert Gonderinger, Croker Huck Kasher Dewitt | 15.80 |
| 08/07/17 | Conference Call | Conference Call August 2017 - Participants 11 | 33.21 |
| 08/09/17 | United Parcel Service | United Parcel Service -- Next Day Air to JEFFREY T. WEGNER AN, KUTAK ROCK LLP | 15.84 |
| 08/09/17 | United Parcel Service | United Parcel Service -- Next Day Air to BRAD WEILAND AND JAM, KIRKLAND & ELLIS LLP | 12.08 |
| 08/09/17 | United Parcel Service | United Parcel Service -- Next Day Air to JERRY L. JENSEN, OFFICE OF THE US TRUSTEE FO | 15.84 |
| 08/09/17 | United Parcel Service | United Parcel Service -- Next Day Air to STEVEN FOX AND DONAL, RIEMER BRAUNSTEIN LLP | 14.87 |
| 08/09/17 | United Parcel Service | United Parcel Service -- Next Day Air to JEFFREY M. WOLF, GREENBERG TRAUIG, LLP | 15.84 |
| 08/09/17 | United Parcel Service | United Parcel Service -- Next Day Air to BRIAN J. KOENIG, KOLEY JESSEN P.C., L.L.O. | 15.84 |

September 21, 2017

Gordmans Stores Chapter 11 Cases

Account # 0135890.0646308

Invoice # 11132403

| DATE | | DESCRIPTION | AMOUNT |
|----------|-----------------------|--|--------|
| 08/09/17 | United Parcel Service | United Parcel Service -- Next Day Air to ANDY HALL AND JAMES, GORDMANS STORES, INC. | 15.84 |
| 08/09/17 | United Parcel Service | United Parcel Service -- Next Day Air to ROBERT GONDERINGER, CROKER HUCK KASHER DEWITT | 15.84 |
| 08/28/17 | Conference Call | Conference Call August 2017 - Participants 5 | 8.73 |

SUMMARIZED COSTS

| DESCRIPTION | QTY | PER UNIT | TOTAL |
|----------------------|--------|----------|----------------|
| Reproductions | 517.00 | 0.10 | 51.70 |
| Reproductions Duplex | 89.00 | 0.08 | 7.12 |
| Color Reproductions | 22.00 | 0.30 | 6.60 |
| TOTAL | | | \$65.42 |

TOTAL COSTS \$351.03

**Frost
Brown Todd** LLC
A T T O R N E Y S

P.O. Box 5716
Cincinnati, OH 45201-5716
(513) 651-6800
Facsimile (513) 651-6981
www.frostbrowntodd.com

Official Committee of Unsecured Creditors of Gordmans
Stores, Inc.
Attn: Jeffrey N. Pomerantz
10100 Santa Monica Boulevard, 11th Floor
Los Angeles, CA 90067-4100

FED. ID# 61-0722001
October 12, 2017
Invoice # 11136286
Account # 0135890.0646308

REGARDING: Gordmans Stores Chapter 11 Cases

For Professional Services Rendered Through September 30, 2017
Other Charges Through September 30, 2017

\$30,966.00

\$242.74

TOTAL THIS INVOICE

\$31,208.74

THANK YOU
PAYMENT APPRECIATED WITHIN 30 DAYS
PLEASE INCLUDE YOUR INVOICE NUMBER ON CHECK

October 12, 2017
 Gordmans Stores Chapter 11 Cases
 Account # 0135890.0646308
 Invoice # 11136286

PHASE & TASK SUMMARY

| PHASE | TASK | DESCRIPTION | HOURS | AMOUNT |
|--------------|-------------|--|--------------|--------------------|
| B100 | B110 | Case Administration | 0.30 | 174.00 |
| B100 | B130 | Asset Disposition | 2.50 | 1,437.50 |
| B100 | B150 | Meetings of and Communications with Creditors | 0.20 | 116.00 |
| B100 | B160 | Fee/Employment Applications | 3.20 | 1,074.50 |
| B100 | B180 | Avoidance Action Analysis | 1.10 | 632.50 |
| TOTAL | | | 7.30 | \$3,434.50 |
| B300 | B310 | Claims Administration and Objections | 25.40 | 13,511.50 |
| B300 | B320 | Plan and Disclosure Statement(including Business | 26.60 | 14,020.00 |
| TOTAL | | | 52.00 | \$27,531.50 |
| E100 | E101 | Copying | | 15.40 |
| E100 | E107 | Delivery services/Messengers | | 227.34 |
| TOTAL | | | 0.00 | \$242.74 |

ITEMIZED SERVICES

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|---|------|-------|--------|----------|
| 09/01/17 | Review C. Cabello email re Comenity Bank issues and analysis (.1); email to B. Koenig re Comenity Bank agreement, joint defense agreement and protective order (.2); review protective order and joint defense agreement (.3); emails to C. Cabello (.3). | DLL | 0.90 | 575.00 | 517.50 |
| 09/01/17 | Review email from Province with preference documents (.2); review bank documents, 90 days accounts payable list, 90 days receipts list and related documents (.9). | DLL | 1.10 | 575.00 | 632.50 |
| 09/01/17 | Review Comenity Bank Private Credit Card Agreement re lost profits claim and damages claims. | DLL | 0.90 | 575.00 | 517.50 |
| 09/01/17 | Attention to Comenity issues and communications re same. | REG | 0.30 | 580.00 | 174.00 |
| 09/01/17 | Attention to plan and related issues. | REG | 0.50 | 580.00 | 290.00 |
| 09/05/17 | Review P. Huygens email re Comenity Bank claim analysis (.2); review The Limited adversary proceeding complaint against Comenity Bank re turnover, automatic stay violation and related causes of actions (.6); review Comenity Bank answer and counterclaim against The Limited re same (.5); review adversary proceeding status (.2). | DLL | 1.50 | 575.00 | 862.50 |
| 09/06/17 | Communications with creditors re plan and Disclosure Statement hearing. | AJW | 0.30 | 220.00 | 66.00 |
| 09/06/17 | Review and analyze Comenity Bank Private Label Credit Card Program Agreement and Amendments to same (1.6); review Gordmans/UCC Joint Defense and Common Interest Agreement re Comenity Bank (.7); review Comenity Bank protective order re same (.4). | DLL | 2.70 | 575.00 | 1,552.50 |
| 09/06/17 | Attention to Disclosure Statement issues (.4); communications with creditors re various and related issues re same (.3). | REG | 0.70 | 580.00 | 406.00 |
| 09/08/17 | Communications with creditors re chapter 11 plan and Disclosure Statement hearing. | AJW | 0.40 | 220.00 | 88.00 |
| 09/08/17 | Review R. Gold emails re Comenity Bank claim objection status (.2); review proposed Disclosure Statement language from Comenity Bank re same (.2); review UCC revisions to same (.2). | DLL | 0.60 | 575.00 | 345.00 |
| 09/08/17 | Review Debtors' proposed revisions to Committee chapter 11 plan support letter. | DLL | 0.40 | 575.00 | 230.00 |
| 09/08/17 | Attention to Kirkland comments re UCC letter and related plan and Disclosure Statement issues. | REG | 0.90 | 580.00 | 522.00 |
| 09/08/17 | Attention to emails and correspondence re Comenity claim issues. | REG | 0.50 | 580.00 | 290.00 |
| 09/11/17 | Review and comment to draft objection to Comenity Bank claims (.8); review Comenity Bank agreements and orders re same (.5); email to L. Peters re Committee signoff on Comenity Bank claim objection (.2). | DLL | 1.50 | 575.00 | 862.50 |

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|--|------|-------|--------|----------|
| 09/11/17 | Review emails from Debtors' counsel re order conditionally approving Disclosure Statement (.3); review solicitation procedures re Committee support letter (.3); review draft order conditionally approving Disclosure Statement (.5). | DLL | 1.10 | 575.00 | 632.50 |
| 09/11/17 | Review J. Netznik comments to Committee support letter (.4); revise support letter (.3). | DLL | 0.70 | 575.00 | 402.50 |
| 09/11/17 | Review J. Netznik email re identification of plan administrator and engagement terms (.1); review META advisors plan administrator proposal (.3); draft and send email memo to J. Netznik re Committee plan administrator selection and terms of engagement (.5). | DLL | 0.90 | 575.00 | 517.50 |
| 09/11/17 | Attention to issues re Disclosure Statement order and emails with counsel for Debtors. | REG | 0.50 | 580.00 | 290.00 |
| 09/11/17 | Attention to issues re Comenity Bank claim objection. | REG | 0.40 | 580.00 | 232.00 |
| 09/12/17 | Attention to Comenity Bank claims objection by the Debtors and joinder of the UCC to same. | AJW | 0.50 | 220.00 | 110.00 |
| 09/12/17 | Review and revise order conditionally approving Disclosure Statement (.9); emails to L. Peters re same (.3); review entered order conditionally approving Disclosure Statement (.3); emails and telephone conference with A. Webb re status memo to Committee re same (.2). | DLL | 1.70 | 575.00 | 977.50 |
| 09/12/17 | Revise and finalize Committee Plan Support Letter based on Order conditionally approving Disclosure Statement (.3); email to J. Netznik and L. Peters re same for inclusion in solicitation package (.2); review revised Committee support letter from L. Peters (.2); email to L. Peters re approval of same for solicitation package (.1). | DLL | 0.80 | 575.00 | 460.00 |
| 09/12/17 | Review and respond to Province emails re unredacted Comenity claims objection and unredacted agreement (.3); review unredacted Comenity claims objection (.4); email and conference with A. Webb re preparation of Committee joinder re same (.3); review unredacted version of Comenity Agreement (.8). | DLL | 1.80 | 575.00 | 1,035.00 |
| 09/12/17 | Draft and file Certificate of No Objection to FBT's Fee Statement. | EPS | 0.30 | 255.00 | 76.50 |
| 09/12/17 | Attention to email re Disclosure Statement order and entered Disclosure Statement order. | REG | 0.30 | 580.00 | 174.00 |
| 09/12/17 | Attention to creditor inquiries. | REG | 0.20 | 580.00 | 116.00 |
| 09/12/17 | Attention to issues and emails re Comenity Bank claim objection. | REG | 0.20 | 580.00 | 116.00 |
| 09/13/17 | Review unredacted version of Comenity Bank agreements (.8); emails to A. Webb re joinder to claim objection (.3). | DLL | 1.10 | 575.00 | 632.50 |
| 09/14/17 | Review and analyze solicitation procedures order for chapter 11 plan. | AJW | 1.30 | 220.00 | 286.00 |
| 09/14/17 | Draft email to Committee re solicitation procedures order and deadlines associated with chapter 11 plan. | AJW | 0.40 | 220.00 | 88.00 |

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|--|------|-------|--------|----------|
| 09/14/17 | Finalize review and analysis of unredacted Comenity Bank agreements (1.2); emails to and conferences with S. Monnin re password protection of analyzed unredacted Comenity Bank agreements (.6). | DLL | 1.80 | 575.00 | 1,035.00 |
| 09/14/17 | Review and respond to email from L. Peters re Comenity Bank claim objection joinder (.3); emails to A. Webb re same (.4). | DLL | 0.70 | 575.00 | 402.50 |
| 09/14/17 | Draft and file Certificate of No Objection to Province's Fee Statement. | EPS | 0.30 | 255.00 | 76.50 |
| 09/15/17 | Draft joinder to Debtors' objection to Comenity Bank claims. | AJW | 1.40 | 220.00 | 308.00 |
| 09/15/17 | Review and respond to L. Peters email re Committee joinder to Comenity Bank claim objection (.3); emails to A. Webb re same (.3); review draft joinder (.4). | DLL | 1.00 | 575.00 | 575.00 |
| 09/15/17 | Conference call with L. Peters re Comenity Bank proof of claim objection issues and strategy (.4); email to A. Webb re same (.2). | DLL | 0.60 | 575.00 | 345.00 |
| 09/15/17 | Review August pro forma. | EPS | 0.50 | 255.00 | 127.50 |
| 09/18/17 | Review Duff & Phelps final fee app (.2); email to R. Gold re same (.1). | DLL | 0.30 | 575.00 | 172.50 |
| 09/18/17 | Review Comenity Bank claim objection filed by Debtors (.9); review and revise joinder by Creditors' Committee (.5). | DLL | 1.40 | 575.00 | 805.00 |
| 09/18/17 | Several conferences with creditors re plan voting issues (.5); review plan re unsecured creditor treatment (.3); emails to creditors re same (.2). | DLL | 1.00 | 575.00 | 575.00 |
| 09/19/17 | Telephone conferences with two (2) unsecured creditors re chapter 11 plan and voting issues (.4); follow up emails re voting issues (.4). | DLL | 0.80 | 575.00 | 460.00 |
| 09/19/17 | Review Comenity claim objection and joinder (.5); emails to A. Webb re finalizing same (.4). | DLL | 0.90 | 575.00 | 517.50 |
| 09/20/17 | Review B. Koenig approval of Comenity claim objection joinder (.1); email to A. Webb re distribution of joinder to L. Peters (.2). | DLL | 0.30 | 575.00 | 172.50 |
| 09/20/17 | Telephone conferences with two (2) unsecured creditors re plan solicitation issues and voting procedures. | DLL | 0.50 | 575.00 | 287.50 |
| 09/20/17 | Review settlement proposal from Comenity Bank (.4); conference with R. Gold re analysis of same (.2); emails to R. Gold and B. Koenig re analysis of settlement proposal (.2). | DLL | 0.80 | 575.00 | 460.00 |
| 09/20/17 | Attention to case filings and miscellaneous matters. | REG | 0.30 | 580.00 | 174.00 |
| 09/21/17 | Emails to B. Koenig and R. Gold re Comenity Bank settlement proposal. | DLL | 0.40 | 575.00 | 230.00 |
| 09/21/17 | Review email from landlord counsel re plan solicitation issues and treatment of general unsecured creditors under plan (.2); telephone conference with counsel re same (.2); two (2) emails to Debtors' counsel re same and potential modification to plan (.5); review plan language re general unsecured claim treatment (.4). | DLL | 1.30 | 575.00 | 747.50 |

October 12, 2017

Gordmans Stores Chapter 11 Cases

Account # 0135890.0646308

Invoice # 11136286

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|---|------|-------|--------|--------|
| 09/21/17 | Review emails from L. Peters to A. Webb re Committee joinder to Comenity Bank claims objection (.1); emails to A. Webb re same (.2). | DLL | 0.30 | 575.00 | 172.50 |
| 09/22/17 | Finalize and file Committee joinder to Comenity Bank claims objections. | AJW | 1.20 | 220.00 | 264.00 |
| 09/22/17 | Conference with R. Gold re Comenity Bank settlement strategy (.2); review caselaw cited by Comenity Bank in settlement proposal (.7); two conferences with B. Koenig re settlement analysis (.5). | DLL | 1.40 | 575.00 | 805.00 |
| 09/22/17 | Prepare for and participate in conference call with L. Peters and J. Netznik re potential plan objections, voting status, Comenity Bank and Oracle (1.2); conference and email with R. Gold re same (.3). | DLL | 1.50 | 575.00 | 862.50 |
| 09/22/17 | Attention to plan follow up issues and confirmation hearing and order. | REG | 0.50 | 580.00 | 290.00 |
| 09/25/17 | Communications with various creditors re chapter 11 plan and voting. | AJW | 0.50 | 220.00 | 110.00 |
| 09/26/17 | Communications with creditors re chapter 11 plan and Disclosure Statement. | AJW | 0.50 | 220.00 | 110.00 |
| 09/26/17 | Review landlord's email re potential objection to general unsecured plan treatment re non-voting creditors (.2); telephone conference with unsecured creditor re solicitation procedures (.2). | DLL | 0.40 | 575.00 | 230.00 |
| 09/26/17 | Review Comenity Bank claims and claim objection (.4); review settlement offer (.2); analyze potential responses to settlement offer (.3). | DLL | 0.90 | 575.00 | 517.50 |
| 09/26/17 | Draft fee statement for Province. | EPS | 0.40 | 255.00 | 102.00 |
| 09/26/17 | Draft fee statement for FBT. | EPS | 0.40 | 255.00 | 102.00 |
| 09/26/17 | Send email to C. Cabello re August invoice and payment of prior fees and expenses. | EPS | 0.10 | 255.00 | 25.50 |
| 09/26/17 | Call with B. Weiland re plan issues. | REG | 0.20 | 580.00 | 116.00 |
| 09/26/17 | Emails with proposed plan administrator. | REG | 0.20 | 580.00 | 116.00 |
| 09/26/17 | Call with K. Newman re objections to plan and resolution. | REG | 0.10 | 580.00 | 58.00 |
| 09/26/17 | Various calls with numerous creditors re plan and voting issues. | REG | 0.50 | 580.00 | 290.00 |
| 09/27/17 | Continued communications with creditors over Disclosure Statement and plan. | AJW | 0.30 | 220.00 | 66.00 |
| 09/27/17 | Review email from J. Netznik and Wells Fargo proposed revisions to plan. | DLL | 0.70 | 575.00 | 402.50 |
| 09/27/17 | Review confirmation/Disclosure Statement hearing notice re ballot deadline, objection deadline, temporary allowance of claims deadline and confirmation hearing. | DLL | 0.50 | 575.00 | 287.50 |
| 09/27/17 | Attention to calls and emails from creditors re ballot and plan questions and issues. | REG | 1.00 | 580.00 | 580.00 |
| 09/27/17 | Attention to monthly fee statements for UCC professionals. | REG | 0.50 | 580.00 | 290.00 |

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|--------------|--|------|--------------|--------|------------------|
| 09/27/17 | Attention to Wells Fargo language and Kirkland emails. | REG | 0.50 | 580.00 | 290.00 |
| 09/28/17 | Review Wells Fargo proposed revised language to release provisions in chapter plan (.4); emails to R. Gold re same (.2). | DLL | 0.60 | 575.00 | 345.00 |
| 09/28/17 | Review email from J. Netznik with revised agency agreement clawback letter and agency agreement. | DLL | 0.70 | 575.00 | 402.50 |
| 09/28/17 | Finalize and file fee statements for Province and FBT. | EPS | 0.40 | 255.00 | 102.00 |
| 09/28/17 | Attention to issues re plan and plan administrator and call with Province re same. | REG | 0.50 | 580.00 | 290.00 |
| 09/29/17 | Review Wells Fargo requested language to confirmation order re plan release provisions (.5); telephone conference with R. Gold re same (.2); draft and send email to J. Netznik re UCC approval of language (.4). | DLL | 1.10 | 575.00 | 632.50 |
| 09/29/17 | Review revised clawback release letter from J. Netznik (.5); review agency agreement and sale order re same and release of \$3M reserve issues (.7); conference with R. Gold re same (.2); draft and send email to J. Netznik with UCC approval of clawback release letter (.4). | DLL | 1.80 | 575.00 | 1,035.00 |
| 09/29/17 | Telephone conference call with Ad Sutton & Sons credit manager re solicitation procedures and claim amount (.2); review claims docket (.2); email to Ad Sutton & Sons (.2). | DLL | 0.60 | 575.00 | 345.00 |
| 09/29/17 | Attention to revise Plan and clawback language (.2); attention to calls and emails from voting Creditors(.2); and emails with plan administrator (.9). | REG | 1.30 | 580.00 | 754.00 |
| TOTAL | | | 59.30 | | 30,966.00 |

PERSONNEL FEE SUMMARY

| INIT | NAME | RANK | HOURS | RATE | AMOUNT |
|--------------|------------------|----------------|--------------|--------|--------------------|
| REG | Gold, Ronald E | Member | 10.10 | 580.00 | 5,858.00 |
| DLL | Lutz, Douglas L. | Member | 40.00 | 575.00 | 23,000.00 |
| AJW | Webb, Adam J | Associate | 6.80 | 220.00 | 1,496.00 |
| EPS | Severini, Erin P | Staff Attorney | 2.40 | 255.00 | 612.00 |
| TOTAL | | | 59.30 | | \$30,966.00 |

ITEMIZED COSTS

| DATE | DESCRIPTION | AMOUNT |
|----------|--|--------|
| 08/29/17 | United Parcel Service United Parcel Service -- Next Day Air to JERRY L. JENSEN, OFFICE OF THE US TRUSTEE FO | 15.84 |

October 12, 2017
 Gordmans Stores Chapter 11 Cases
 Account # 0135890.0646308
 Invoice # 11136286

| DATE | | DESCRIPTION | AMOUNT |
|----------|-----------------------|--|--------|
| 08/29/17 | United Parcel Service | United Parcel Service -- Next Day Air to JEFFREY T. WEGNER AN, KUTAK ROCK LLP | 15.84 |
| 08/29/17 | United Parcel Service | United Parcel Service -- Next Day Air to JEFFREY M. WOLF, GREENBERG TRAUIG, LLP | 15.84 |
| 08/29/17 | United Parcel Service | United Parcel Service -- Next Day Air to BRAD WEILAND AND JAM, KIRKLAND & ELLIS LLP | 12.08 |
| 08/29/17 | United Parcel Service | United Parcel Service -- Next Day Air to STEVEN FOX AND DONAL, RIEMER BRAUNSTEIN LLP | 14.87 |
| 08/29/17 | United Parcel Service | United Parcel Service -- Next Day Air to BRIAN J. KOENIG, KOLEY JESSEN P.C., L.L.O. | 15.84 |
| 08/29/17 | United Parcel Service | United Parcel Service -- Next Day Air to ANDY HALL AND JAMES, GORDMANS STORES, INC. | 15.84 |
| 08/29/17 | United Parcel Service | United Parcel Service -- Next Day Air to ROBERT GONDERINGER, CROKER HUCK KASHER DEWITT | 15.84 |
| 08/31/17 | United Parcel Service | United Parcel Service -- Next Day Air to Attn: Brian J. Koeni, Koley Jessen P.C., L.L.O. | 15.84 |
| 08/31/17 | United Parcel Service | United Parcel Service -- Next Day Air to Jeffrey T. Wegner &, Kutak Rock LLP | 15.84 |
| 08/31/17 | United Parcel Service | United Parcel Service -- Next Day Air to Attn: Andy Hall and, Gordmans Stores, Inc. | 15.84 |
| 08/31/17 | United Parcel Service | United Parcel Service -- Next Day Air to & Gonderinger L.L.C., Croker Huck Kasher DeWitt A | 15.84 |
| 08/31/17 | United Parcel Service | United Parcel Service -- Next Day Air to for the District of, Office of the United States | 15.84 |
| 08/31/17 | United Parcel Service | United Parcel Service -- Next Day Air to Attn: Jeffrey M. Wol, Greenberg Traurig, LLP | 15.84 |
| 08/31/17 | United Parcel Service | United Parcel Service -- Second Day Air to Steven Fox and Donal, Riemer Braunstein LLP | 10.31 |

SUMMARIZED COSTS

| DESCRIPTION | QTY | PER UNIT | TOTAL |
|---------------|--------|----------|----------------|
| Reproductions | 154.00 | 0.10 | 15.40 |
| TOTAL | | | \$15.40 |

TOTAL COSTS **\$242.74**

**Frost
Brown Todd** LLC
A T T O R N E Y S

P.O. Box 5716
Cincinnati, OH 45201-5716
(513) 651-6800
Facsimile (513) 651-6981
www.frostbrowntodd.com

Official Committee of Unsecured Creditors of Gordmans
Stores, Inc.
Attn: Jeffrey N. Pomerantz
10100 Santa Monica Boulevard, 11th Floor
Los Angeles, CA 90067-4100

FED. ID# 61-0722001
November 6, 2017
Invoice # 11140700
Account # 0135890.0646308

REGARDING: Gordmans Stores Chapter 11 Cases

For Professional Services Rendered Through October 31, 2017
Other Charges Through October 31, 2017

\$34,588.50

\$316.58

TOTAL THIS INVOICE

\$34,905.08

THANK YOU

PAYMENT APPRECIATED WITHIN 30 DAYS
PLEASE INCLUDE YOUR INVOICE NUMBER ON CHECK

November 6, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11140700

PHASE & TASK SUMMARY

| PHASE | TASK | DESCRIPTION | HOURS | AMOUNT |
|--------------|-------------|--|--------------|--------------------|
| B100 | B110 | Case Administration | 0.70 | 404.00 |
| B100 | B150 | Meetings of and Communications with Creditors | 5.00 | 2,102.00 |
| B100 | B160 | Fee/Employment Applications | 3.10 | 1,180.50 |
| B100 | B180 | Avoidance Action Analysis | 0.90 | 517.50 |
| TOTAL | | | 9.70 | \$4,204.00 |
| | | | | |
| B300 | B310 | Claims Administration and Objections | 16.30 | 9,379.00 |
| B300 | B320 | Plan and Disclosure Statement(including Business | 37.10 | 21,005.50 |
| TOTAL | | | 53.40 | \$30,384.50 |
| | | | | |
| E100 | E101 | Copying | | 4.16 |
| E100 | E101 | Copying | | 55.40 |
| E100 | E105 | Telephone | | 10.80 |
| E100 | E107 | Delivery services/Messengers | | 246.22 |
| TOTAL | | | 0.00 | \$316.58 |

ITEMIZED SERVICES

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|---|------|-------|--------|--------|
| 10/02/17 | (B300.B310) Draft and send email to L. Peters re Comenity Bank settlement status (.3); review Comenity Bank response to claim objection (.5); review settlement proposal (.2). | DLL | 1.00 | 575.00 | 575.00 |
| 10/02/17 | (B300.B310) Review stipulation extending period to object to Oracle administrative expense (.2); review L. Peters email re settlement status (.2). | DLL | 0.40 | 575.00 | 230.00 |
| 10/02/17 | (B300.B320) Review email from J. Netznik re unsecured creditors objection to plan treatment and issues re same (.2); review landlord counsel emails re same (.3); review plan treatment re same (.4). | DLL | 0.90 | 575.00 | 517.50 |
| 10/02/17 | (B300.B310) Attention to Oracle claim issues. | REG | 0.20 | 580.00 | 116.00 |
| 10/03/17 | (B100.B150) Multiple communications with creditors re chapter 11 plan and disclosure statement. | AJW | 0.60 | 220.00 | 132.00 |
| 10/03/17 | (B300.B310) Review and analyze Comenity Bank response to claims objection (.7); review claim objection re same (.4); review pretrial order re same (.2). | DLL | 1.30 | 575.00 | 747.50 |
| 10/03/17 | (B100.B150) Two (2) telephone conferences with unsecured creditor re balloting and voting issues. | DLL | 0.50 | 575.00 | 287.50 |
| 10/03/17 | (B300.B320) Draft and send email to J. Netznik re revision to general unsecured claims treatment in plan and confirmation order (.5); review Plan re same (.3). | DLL | 0.80 | 575.00 | 460.00 |
| 10/03/17 | (B300.B320) Prepare for and participate in conference call with J. Netznik, L. Peters and B. Koenig re plan confirmation issues and Comenity Bank. | DLL | 0.70 | 575.00 | 402.50 |
| 10/03/17 | (B300.B320) Draft and send email to J. Netznik re Committee identification of Plan Administrator and Plan Supplement issues. | DLL | 0.30 | 575.00 | 172.50 |
| 10/03/17 | (B300.B320) Attention to plan administrator issues. | REG | 0.40 | 580.00 | 232.00 |
| 10/03/17 | (B300.B310) Attention to review of Comenity Bank response and settlement issues. | REG | 0.50 | 580.00 | 290.00 |
| 10/04/17 | (B100.B150) Communications with multiple creditors re voting on chapter 11 plan. | AJW | 0.40 | 220.00 | 88.00 |
| 10/04/17 | (B300.B320) Conference call with Inland Commercial Real Estate's counsel re potential objection to treatment of general unsecured claims under the Plan (.3); draft email to J. Netznik and L. Peters re potential resolution to Inland plan objection (.6); review and respond to J. Netznik email re same (.2); draft email to Inland's counsel with proposed resolution of plan object (.3); review and respond to emails re same (.2). | DLL | 1.60 | 575.00 | 920.00 |
| 10/04/17 | (B300.B310) Review Debtors' objection to Comenity Bank administrative expense request (.6); review Comenity Bank administrative expense (.3). | DLL | 0.90 | 575.00 | 517.50 |

November 6, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11140700

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|---|------|-------|--------|--------|
| 10/04/17 | (B300.B320) Review plan re requirements of Plan Supplement re Plan Administrator issues (.4); review R. Gold email re plan supplement and Plan Administrator (.4); emails to R. Gold and B. Koenig re same (.3). | DLL | 1.10 | 575.00 | 632.50 |
| 10/04/17 | (B300.B320) Prepare for and participate in conference call with B. Koenig re confirmation/disclosure statement hearing preparation. | DLL | 0.60 | 575.00 | 345.00 |
| 10/04/17 | (B300.B320) Attention to plan supplement issues. | REG | 0.30 | 580.00 | 174.00 |
| 10/04/17 | (B100.B150) Attention to calls from creditors re ballot issues and plan questions. | REG | 0.70 | 580.00 | 406.00 |
| 10/05/17 | (B100.B150) Communications with creditors re chapter 11 plan and disclosure statement. | AJW | 0.30 | 220.00 | 66.00 |
| 10/05/17 | (B300.B320) Telephone conferences with Inland Commercial Real Estate counsel re confirmation order review and issues re same (.4); review plan language (.3). | DLL | 0.70 | 575.00 | 402.50 |
| 10/05/17 | (B100.B150) Attention to creditor inquiries re plan. | REG | 0.70 | 580.00 | 406.00 |
| 10/05/17 | (B100.B160) Attention to UST statement re fee application. | REG | 0.10 | 580.00 | 58.00 |
| 10/06/17 | (B100.B150) Communications with creditors re chapter 11 plan and disclosure statement. | AJW | 0.20 | 220.00 | 44.00 |
| 10/06/17 | (B300.B310) Review emails from Debtors' counsel and Comenity Bank counsel re consolidation of administrative expense hearing with claims objection (.4); review pretrial order re same (.3). | DLL | 0.70 | 575.00 | 402.50 |
| 10/06/17 | (B300.B320) Review confirmation hearing notice re plan supplement deadline (.2); review Plan re Plan Supplement requirements (.4); review disclosure for Plan Supplement re plan administrator (.2). | DLL | 0.80 | 575.00 | 460.00 |
| 10/07/17 | (B100.B150) Receipt and review communication from creditor re chapter 11 plan and disclosure statement. | AJW | 0.30 | 220.00 | 66.00 |
| 10/09/17 | (B100.B150) Communicate with UCC re upcoming voting deadline and procedures for voting on chapter 11 plan. | AJW | 0.40 | 220.00 | 88.00 |
| 10/09/17 | (B300.B310) Review updated preliminary pretrial order for Comenity Bank claims (.4); update response information re same (.2). | DLL | 0.60 | 575.00 | 345.00 |
| 10/09/17 | (B300.B310) Review email from Debtors' counsel re resolution of Oracle administrative expense (.2); review stipulation re same (.4). | DLL | 0.60 | 575.00 | 345.00 |
| 10/09/17 | (B300.B320) Review and respond to email from litigation claimant re Plan solicitation issues | DLL | 0.40 | 575.00 | 230.00 |
| 10/09/17 | (B300.B320) Conference and email with Debtors' counsel re plan supplement issues (.4); email to R. Gold re same (.2). | DLL | 0.60 | 575.00 | 345.00 |

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|--|------|-------|--------|----------|
| 10/09/17 | (B300.B320) Review proposed confirmation order language resolving landlord potential objection to plan (.2); review Plan re same (.3). | DLL | 0.50 | 575.00 | 287.50 |
| 10/09/17 | (B300.B320) Attention to plan confirmation issues and post effective date issues with plan administrator. | REG | 0.50 | 580.00 | 290.00 |
| 10/09/17 | (B300.B320) Attention to communications with and inquiries from creditors re plan issues and impact. | REG | 0.70 | 580.00 | 406.00 |
| 10/09/17 | (B300.B320) Attention to plan supplement issues. | REG | 0.90 | 580.00 | 522.00 |
| 10/09/17 | (B100.B160) Review fee statement filings. | REG | 0.40 | 580.00 | 232.00 |
| 10/09/17 | (B300.B320) Attention to review and edit of proposed order re confirmation and approval of disclosure statement. | REG | 0.90 | 580.00 | 522.00 |
| 10/10/17 | (B300.B310) Review emails from Debtors' counsel re status of negotiations with Comenity Bank. | DLL | 0.30 | 575.00 | 172.50 |
| 10/10/17 | (B300.B320) Review and revise confirmation order (1.1); review emails from J. Netznik re language resolving landlord objection to plan (.2); respond to emails re same (.5). | DLL | 1.80 | 575.00 | 1,035.00 |
| 10/10/17 | (B300.B320) Review plan objection by litigation claimant (.3); review plan issues re same (.3). | DLL | 0.60 | 575.00 | 345.00 |
| 10/10/17 | (B100.B160) Review September pro-forma. | EPS | 0.40 | 255.00 | 102.00 |
| 10/10/17 | (B100.B160) Review Kutak, Kirkland and CTG monthly fee statements. | REG | 0.70 | 580.00 | 406.00 |
| 10/10/17 | (B300.B320) Review J. Netzik email re plan modification language and reply to same. | REG | 0.40 | 580.00 | 232.00 |
| 10/10/17 | (B300.B310) Email update from Kutak re Oracle and Comenity Bank. | REG | 0.10 | 580.00 | 58.00 |
| 10/11/17 | (B300.B320) Review Cruz plan objection (.4); review plan provisions re insured claims (.4); review proposed confirmation order language re resolving the same (.5). | DLL | 1.30 | 575.00 | 747.50 |
| 10/11/17 | (B300.B320) Draft and send email to J. Netznik and L. Peters re process for entering confirmation order and dealing with limited objections to plan (.6); conference call with J. Netznik re landlord informal objection to plan and litigation claimant informal objection to plan (.3); review emails from J. Netznik re confirmation order language resolving objections to plan (.4). | DLL | 1.30 | 575.00 | 747.50 |
| 10/11/17 | (B300.B320) Review and revise R. Gold comments to confirmation order (1.1); review plan re same (.5). | DLL | 1.60 | 575.00 | 920.00 |
| 10/11/17 | (B300.B320) Review and comment to draft confirmation order. | REG | 0.80 | 580.00 | 464.00 |
| 10/11/17 | (B300.B320) Emails re resolution of confirmation objection and UCC comments to order language re same. | REG | 0.50 | 580.00 | 290.00 |
| 10/11/17 | (B100.B110) Attention to filed MOR. | REG | 0.30 | 580.00 | 174.00 |
| 10/12/17 | (B100.B110) Review monthly operating agreement. | DLL | 0.40 | 575.00 | 230.00 |

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|---|------|-------|--------|--------|
| 10/12/17 | (B300.B310) Two (2) conference calls with L. Peters, J. Netznik and B. Koenig re Comenity Bank settlement analysis and strategies (.7); conference call with B. Koenig re same (.2); emails to R. Gold and B. Koenig re same (.3); review Comenity Bank claims re same (.4). | DLL | 1.60 | 575.00 | 920.00 |
| 10/12/17 | (B300.B320) Review confirmation order language re resolution of litigation claimant informal objection (.3); review Debtor revisions to confirmation order (.6). | DLL | 0.90 | 575.00 | 517.50 |
| 10/12/17 | (B100.B160) Draft certifications of no objection for FBT's and Province's fee statements. | EPS | 0.30 | 255.00 | 76.50 |
| 10/12/17 | (B300.B320) Attention to issues re confirmation order and confirmation hearing. | REG | 0.50 | 580.00 | 290.00 |
| 10/12/17 | (B300.B310) Attention to issues re Comenity Bank settlement. | REG | 0.20 | 580.00 | 116.00 |
| 10/13/17 | (B300.B320) Review filed Plan Supplement and Plan re same. | DLL | 0.90 | 575.00 | 517.50 |
| 10/13/17 | (B300.B310) Review Comenity Bank settlement issues (.4); emails to B. Koenig re same (.3). | DLL | 0.70 | 575.00 | 402.50 |
| 10/13/17 | (B300.B320) Review emails from J. Netznik and L. Peters re plan confirmation process with no plan objections (.4); review confirmation hearing notice re same (.3). | DLL | 0.70 | 575.00 | 402.50 |
| 10/13/17 | (B100.B160) Finalize and file certifications of no objection to fee statements of FBT and Province. | EPS | 0.20 | 255.00 | 51.00 |
| 10/13/17 | (B300.B320) Attention to emails with Meta Advisors re plan transition issues and follow up issues re same. | REG | 0.50 | 580.00 | 290.00 |
| 10/16/17 | (B300.B320) Analyze issues in proposed confirmation order re provisions applicable to state taxing authorities (0.8); communications with R. Gold re same (0.3). | AJW | 1.10 | 220.00 | 242.00 |
| 10/16/17 | (B300.B310) Review Nebraska Department of Taxation amended proofs of claims and original proofs of claims (.5); emails to R. Gold re tax refund issues, setoff issues, and cash projection issues (.3). | DLL | 0.80 | 575.00 | 460.00 |
| 10/16/17 | (B300.B320) Review Province cash projection analysis re potential tax refunds and Comenity Bank settlement (.5); email to R. Gold re same (.2). | DLL | 0.70 | 575.00 | 402.50 |
| 10/16/17 | (B300.B320) Review draft confirmation order re state taxing authority settlement provisions (.5); review emails from R. Gold and A. Webb re treatment of Texas taxing authority in other confirmation orders (.4); email to R. Gold re resolution of language (.1). | DLL | 1.00 | 575.00 | 575.00 |
| 10/16/17 | (B300.B320) Review and comment to revised drafts of proposed confirmation order. | REG | 1.30 | 580.00 | 754.00 |
| 10/16/17 | (B300.B320) Calls and emails with L. Peters re revised confirmation order. | REG | 0.40 | 580.00 | 232.00 |
| 10/16/17 | (B300.B320) Call with J. Netzik re revised confirmation order. | REG | 0.30 | 580.00 | 174.00 |

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|---|------|-------|--------|--------|
| 10/16/17 | (B300.B320) Review Kirkland confirmation orders in other cases re Texas and Mississippi claims. | REG | 0.50 | 580.00 | 290.00 |
| 10/16/17 | (B300.B320) Review filings re plan and DS and court order re taking hearing off calendar. | REG | 1.00 | 580.00 | 580.00 |
| 10/16/17 | (B300.B320) Calls and emails with D. Lutz and B. Koenig re same. | REG | 0.30 | 580.00 | 174.00 |
| 10/16/17 | (B100.B150) Email update to committee re plan. | REG | 0.20 | 580.00 | 116.00 |
| 10/16/17 | (B300.B310) Review Texas and Mississippi claims. | REG | 0.30 | 580.00 | 174.00 |
| 10/16/17 | (B300.B320) Attention to Meta Advisors and plan administrator issues. | REG | 0.30 | 580.00 | 174.00 |
| 10/17/17 | (B300.B320) Review email from Chambers with form confirmation order (.2); review revised confirmation order (.3); review R. Gold email re same (.2). | DLL | 0.70 | 575.00 | 402.50 |
| 10/17/17 | (B300.B320) Review ballot summary, Glenn Declaration in support of confirmation, Marchese Declaration in support of confirmation, and Kutak Rock Declaration in support of confirmation. | DLL | 1.20 | 575.00 | 690.00 |
| 10/17/17 | (B300.B310) Review emails from Comenity Bank and Debtors re settlement and plan issues. | DLL | 0.40 | 575.00 | 230.00 |
| 10/17/17 | (B300.B320) Attention to Comenity Bank notice re plan and confirmation issues. | REG | 0.20 | 580.00 | 116.00 |
| 10/17/17 | (B300.B320) Emails with J. Netzik of Kirkland re confirmation issues. | REG | 0.20 | 580.00 | 116.00 |
| 10/17/17 | (B300.B320) Email with L. Peters of Kutak re confirmation issues. | REG | 0.10 | 580.00 | 58.00 |
| 10/17/17 | (B300.B320) Attention to issues and review and comment to revised confirmation order. | REG | 1.00 | 580.00 | 580.00 |
| 10/18/17 | (B300.B320) Review entered confirmation order and confirmed plan re effective date conditions(.6); review notice of confirmation (.2). | DLL | 0.80 | 575.00 | 460.00 |
| 10/18/17 | (B300.B320) Review entered confirmation order and notice of confirmation. | REG | 0.30 | 580.00 | 174.00 |
| 10/18/17 | (B300.B320) Extended call with Meta Advisors re transition issues. | REG | 0.40 | 580.00 | 232.00 |
| 10/19/17 | (B300.B310) Review Comenity Bank counsel email re settlement agreement status and plan reservation issues (.2); review confirmed Plan re same (.4). | DLL | 0.60 | 575.00 | 345.00 |
| 10/19/17 | (B100.B160) Draft and finalize FBT fee statement (.3). | EPS | 0.30 | 255.00 | 76.50 |
| 10/19/17 | (B100.B160) Draft and finalize Province's fee statement. | EPS | 0.30 | 255.00 | 76.50 |
| 10/20/17 | (B300.B310) Follow up emails re Comenity Bank settlement (.4); review Comenity Bank counsel emails re same (.2). | DLL | 0.60 | 575.00 | 345.00 |

November 6, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11140700

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|--------------|---|------|--------------|--------|------------------|
| 10/23/17 | (B300.B320) Review effective date conditions in Plan (.4); emails to Debtors' counsel re Comenity Bank settlement drafting status (.4). | DLL | 0.80 | 575.00 | 460.00 |
| 10/23/17 | (B300.B310) Emails to Debtors' counsel re Comenity Bank settlement status (.4); review draft Comenity Bank settlement stipulation (.5). | DLL | 0.90 | 575.00 | 517.50 |
| 10/24/17 | (B300.B310) Review CBL landlord amended proof of claim re postpetition rent claim. | DLL | 0.20 | 575.00 | 115.00 |
| 10/24/17 | (B300.B310) Review Comenity Bank settlement release provision (.3); review 90 day payment list re Comenity Bank release issues (.6). | DLL | 0.90 | 575.00 | 517.50 |
| 10/24/17 | (B100.B160) Finalize and file fee statements for Province and FBT. | EPS | 0.40 | 255.00 | 102.00 |
| 10/26/17 | (B100.B180) Review 90 day preference information for transition to plan administrator (.7); conference with A. Webb re same (.2). | DLL | 0.90 | 575.00 | 517.50 |
| 10/30/17 | (B300.B310) Review Comenity Bank settlement agreement (.6); emails to Debtors' counsel re same (.3). | DLL | 0.90 | 575.00 | 517.50 |
| 10/31/17 | (B300.B310) Review Comenity Bank proofs of claim and administrative expense request (.5); review Comenity Bank settlement agreement re same (.6); review 90 day payment issues re same (.3); email to Debtors' counsel re Committee approval of settlement stipulation (.2). | DLL | 1.60 | 575.00 | 920.00 |
| 10/31/17 | (B100.B150) Conference call with two (2) unsecured creditors re effective date and case status (.4); follow up emails re same (.3). | DLL | 0.70 | 575.00 | 402.50 |
| TOTAL | | | 63.10 | | 34,588.50 |

PERSONNEL FEE SUMMARY

| INIT | NAME | RANK | HOURS | RATE | AMOUNT |
|--------------|------------------|----------------|--------------|--------|--------------------|
| REG | Gold, Ronald E | Member | 17.10 | 580.00 | 9,918.00 |
| DLL | Lutz, Douglas L. | Member | 40.80 | 575.00 | 23,460.00 |
| AJW | Webb, Adam J | Associate | 3.30 | 220.00 | 726.00 |
| EPS | Severini, Erin P | Staff Attorney | 1.90 | 255.00 | 484.50 |
| TOTAL | | | 63.10 | | \$34,588.50 |

ITEMIZED COSTS

| DATE | DESCRIPTION | AMOUNT |
|----------|--|--------|
| 09/28/17 | United Parcel Service United Parcel Service -- Next Day Air to ATTN: JEFFREY M. WOL, GREENBERG TRAURIG, LLP | 16.02 |

November 6, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11140700

| DATE | | DESCRIPTION | AMOUNT |
|----------|-----------------------|--|--------|
| 09/28/17 | United Parcel Service | United Parcel Service -- Next Day Air to FOR THE DISTRICT OF, OFFICE OF THE UNITED STATES | 16.02 |
| 09/28/17 | United Parcel Service | United Parcel Service -- Next Day Air to JEFFREY T. WEGNER &, KUTAK ROCK LLP | 16.02 |
| 09/28/17 | United Parcel Service | United Parcel Service -- Next Day Air to ATTN: ANDY HALL AND, GORDMANS STORES, INC. | 16.02 |
| 09/28/17 | United Parcel Service | United Parcel Service -- Next Day Air to & GONDERINGER L.L.C., CROKER HUCK KASHER DEWITT A | 16.02 |
| 09/28/17 | United Parcel Service | United Parcel Service -- Next Day Air to BRAD WEILAND AND JAM, KIRKLAND & ELLIS LLP | 12.22 |
| 09/28/17 | United Parcel Service | United Parcel Service -- Next Day Air to ATTN: BRIAN J. KOENI, KOLEY JESSEN P.C., L.L.O. | 16.02 |
| 09/28/17 | United Parcel Service | United Parcel Service -- Next Day Air to STEVEN FOX AND DONAL, RIEMER BRAUNSTEIN LLP | 15.05 |
| 10/03/17 | Conference Call | Conference Call Charges for October 2017 - participants 5 | 10.80 |
| 10/24/17 | United Parcel Service | United Parcel Service -- Next Day Air to & GONDERINGER L.L.C., CROKER HUCK KASHER DEWITT A | 15.95 |
| 10/24/17 | United Parcel Service | United Parcel Service -- Next Day Air to STEVEN FOX AND DONAL, RIEMER BRAUNSTEIN LLP | 14.97 |
| 10/24/17 | United Parcel Service | United Parcel Service -- Next Day Air to ATTN: JEFFREY M. WOL, GREENBERG TRAUIG, LLP | 15.95 |
| 10/24/17 | United Parcel Service | United Parcel Service -- Next Day Air to ATTN: BRIAN J. KOENI, KOLEY JESSEN P.C., L.L.O. | 15.95 |
| 10/24/17 | United Parcel Service | United Parcel Service -- Next Day Air to ATTN: ANDY HALL AND, GORDMANS STORES, INC. | 15.95 |
| 10/24/17 | United Parcel Service | United Parcel Service -- Next Day Air to BRAD WEILAND AND JAM, KIRKLAND & ELLIS LLP | 12.16 |
| 10/24/17 | United Parcel Service | United Parcel Service -- Next Day Air to JEFFREY T. WEGNER &, KUTAK ROCK LLP | 15.95 |
| 10/24/17 | United Parcel Service | United Parcel Service -- Next Day Air to FOR THE DISTRICT OF, OFFICE OF THE UNITED STATES | 15.95 |

SUMMARIZED COSTS

| DESCRIPTION | QTY | PER UNIT | TOTAL |
|----------------------|--------|----------|----------------|
| Reproductions | 554.00 | 0.10 | 55.40 |
| Reproductions Duplex | 52.00 | 0.08 | 4.16 |
| TOTAL | | | \$59.56 |

November 6, 2017

Gordmans Stores Chapter 11 Cases

Account # 0135890.0646308

Invoice # 11140700

TOTAL COSTS **\$316.58**

**Frost
Brown Todd** LLC
A T T O R N E Y S

P.O. Box 5716
Cincinnati, OH 45201-5716
(513) 651-6800
Facsimile (513) 651-6981
www.frostbrowntodd.com

Official Committee of Unsecured Creditors of Gordmans
Stores, Inc.
Attn: Jeffrey N. Pomerantz
10100 Santa Monica Boulevard, 11th Floor
Los Angeles, CA 90067-4100

FED. ID# 61-0722001
November 22, 2017
Invoice # 11146011
Account # 0135890.0646308

REGARDING: Gordmans Stores Chapter 11 Cases

For Professional Services Rendered Through November 22, 2017
Other Charges Through November 22, 2017

\$6,656.50

\$36.18

TOTAL THIS INVOICE

\$6,692.68

THANK YOU

PAYMENT APPRECIATED WITHIN 30 DAYS
PLEASE INCLUDE YOUR INVOICE NUMBER ON CHECK

November 22, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11146011

PHASE & TASK SUMMARY

| PHASE | TASK | DESCRIPTION | HOURS | AMOUNT |
|--------------|-------------|--|--------------|-------------------|
| B100 | B110 | Case Administration | 0.60 | 345.00 |
| B100 | B160 | Fee/Employment Applications | 3.70 | 1,551.50 |
| B100 | B180 | Avoidance Action Analysis | 0.80 | 464.00 |
| | | TOTAL | 5.10 | \$2,360.50 |
| B300 | B310 | Claims Administration and Objections | 0.80 | 460.00 |
| B300 | B320 | Plan and Disclosure Statement(including Business | 6.90 | 3,836.00 |
| | | TOTAL | 7.70 | \$4,296.00 |
| E100 | E101 | Copying | | 27.30 |
| E100 | E107 | Delivery services/Messengers | | 8.88 |
| | | TOTAL | 0.00 | \$36.18 |

ITEMIZED SERVICES

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|----------|--|------|-------|--------|--------|
| 11/01/17 | (B300.B320) Review and respond to emails re effective date issues and professional fee escrow funding. | DLL | 0.40 | 575.00 | 230.00 |
| 11/01/17 | (B100.B110) Conferences with two (2) unsecured creditors re case status and effective date status. | DLL | 0.60 | 575.00 | 345.00 |
| 11/01/17 | (B100.B160) Review and analyze fee statements and amount necessary to fund profession fee escrow. | EPS | 0.40 | 255.00 | 102.00 |
| 11/01/17 | (B100.B160) Send email to R. Gold re professional fee escrow. | EPS | 0.20 | 255.00 | 51.00 |
| 11/01/17 | (B300.B320) Email with L. Peters re effective date issues. | REG | 0.20 | 580.00 | 116.00 |
| 11/02/17 | (B100.B160) Phone call and email with C. Cabello re professional fee escrow. | EPS | 0.10 | 255.00 | 25.50 |
| 11/03/17 | (B300.B320) Review effective date conditions in confirmed Plan (.3); emails re same (.3). | DLL | 0.60 | 575.00 | 345.00 |
| 11/06/17 | (B100.B160) Review monthly fee draft pro forma (.3); review confirmed plan re timing/procedure for final fee applications (.3); emails to E. Severini re preparation of monthly fee statement and final fee application (.4); conference with E. Severini re same (.2); review final monthly invoice and email to E. Severini re same (.3). | DLL | 1.50 | 575.00 | 862.50 |
| 11/06/17 | (B300.B320) Review Debtors' counsel email re effective date conditions and conference call re same (.3); emails to Debtors' counsel re same (.3); emails to Plan Administrator re same (.3). | DLL | 0.90 | 575.00 | 517.50 |
| 11/06/17 | (B100.B160) Review FBT's October proforma. | EPS | 0.30 | 255.00 | 76.50 |
| 11/06/17 | (B100.B160) Communicate with C. Cabello and D. Lutz re professional fee escrow. | EPS | 0.10 | 255.00 | 25.50 |
| 11/07/17 | (B300.B320) Review META Advisors emails re effective date selection issues (.2); prepare for and participate in conference call with Debtors' counsel re same (.5); conference call with META Advisors re selection of November 15 as effective date (.3); follow up conference call with Debtors' counsel re same (.1); email to META Advisors re same (.2). | DLL | 1.30 | 575.00 | 747.50 |
| 11/07/17 | (B100.B160) Review draft monthly fee statement (.3); email to E. Severini re approval of same for filing (.1). | DLL | 0.40 | 575.00 | 230.00 |
| 11/07/17 | (B100.B160) Draft FBT's monthly fee statement. | EPS | 0.40 | 255.00 | 102.00 |
| 11/07/17 | (B100.B160) Prepare and file certifications of no objection for fee statements of FBT and Province. | EPS | 0.30 | 255.00 | 76.50 |
| 11/07/17 | (B300.B320) Emails re updates and status and issues re effective date. | REG | 0.20 | 580.00 | 116.00 |
| 11/09/17 | (B300.B310) Review Comenity Bank revised settlement and B. Koenig comments re same. | DLL | 0.80 | 575.00 | 460.00 |
| 11/10/17 | (B300.B320) Attention to effective date notice draft and email with META Advisors. | REG | 0.20 | 580.00 | 116.00 |

November 22, 2017
Gordmans Stores Chapter 11 Cases
Account # 0135890.0646308
Invoice # 11146011

| DATE | DESCRIPTION | TMKR | HOURS | RATE | AMOUNT |
|--------------|---|------|--------------|--------|-----------------|
| 11/13/17 | (B300.B320) Attention to issues re effective date of plan and plan administrator. | AJW | 0.40 | 220.00 | 88.00 |
| 11/13/17 | (B300.B320) Review email from META Advisors re plan administrator agreement issues (.2); review draft notice of effective date (.2); conference with R. Gold re plan administrator transition issues (.2). | DLL | 0.60 | 575.00 | 345.00 |
| 11/13/17 | (B300.B320) Attention to plan effective date issues. | REG | 0.50 | 580.00 | 290.00 |
| 11/13/17 | (B100.B180) Attention to review and analysis re avoidance actions. | REG | 0.80 | 580.00 | 464.00 |
| 11/14/17 | (B300.B320) Extended call with META Advisors re plan and effective date transition issues and follow up re same. | REG | 1.00 | 580.00 | 580.00 |
| 11/15/17 | (B300.B320) Review and respond to emails re effective date issues (.4); emails to Debtors' counsel re same (.2). | DLL | 0.60 | 575.00 | 345.00 |
| TOTAL | | | 12.80 | | 6,656.50 |

PERSONNEL FEE SUMMARY

| INIT | NAME | RANK | HOURS | RATE | AMOUNT |
|--------------|------------------|----------------|--------------|--------|-------------------|
| REG | Gold, Ronald E | Member | 2.90 | 580.00 | 1,682.00 |
| DLL | Lutz, Douglas L. | Member | 7.70 | 575.00 | 4,427.50 |
| AJW | Webb, Adam J | Associate | 0.40 | 220.00 | 88.00 |
| EPS | Severini, Erin P | Staff Attorney | 1.80 | 255.00 | 459.00 |
| TOTAL | | | 12.80 | | \$6,656.50 |

ITEMIZED COSTS

| DATE | DESCRIPTION | AMOUNT |
|----------|---|--------|
| 10/25/17 | United Parcel Service United Parcel Service -- Next Day Air to FROST BROWN TODD LLC | 8.88 |

SUMMARIZED COSTS

| DESCRIPTION | QTY | PER UNIT | TOTAL |
|---------------|--------|----------|----------------|
| Reproductions | 273.00 | 0.10 | 27.30 |
| TOTAL | | | \$27.30 |

TOTAL COSTS **\$36.18**